MARVEL
ULTIMATE®
SPIDER-M
VOL
11
CARNAGE™
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TWISTED!

The Ultimate titles are well known for adding a unique twist to classic Marvel characters...and you better believe they're about to get a whole lot more twisted!

One of the most ruthless villains in the history of the Marvel Universe, the fan-favorite Carnage, gets the Ultimate treatment! And though young Peter Parker has proven himself time and time again on the field of battle, can even he hope to defeat this heartless killing machine?

Collecting *Ultimate Spider-Man #60-65*, written by Brian Michael Bendis *(Avengers)* and illustrated by Mark Bagley *(The Pulse)*.

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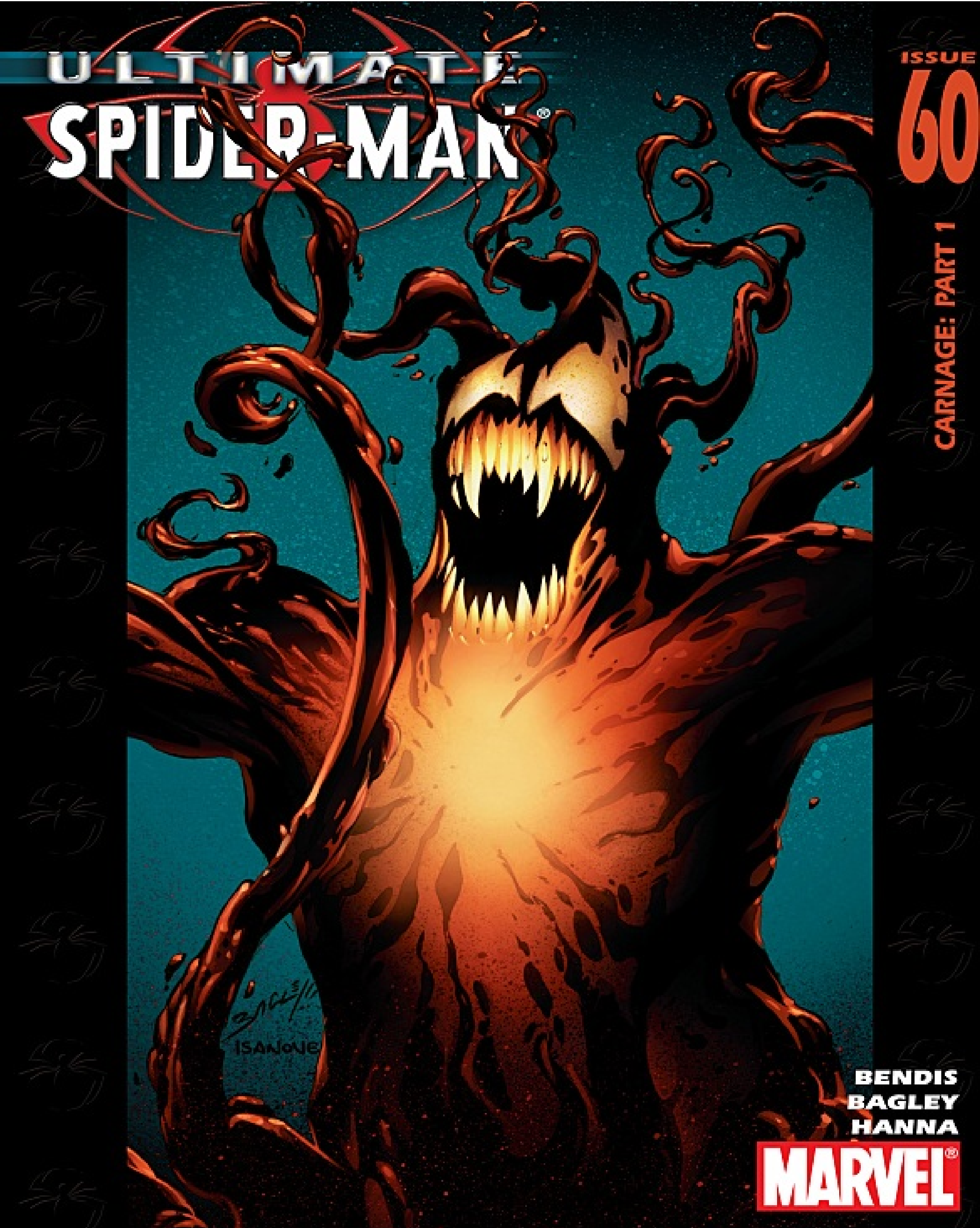

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The bite of a genetically altered spider granted high school student Peter Parker incredible, arachnid-like powers: strength, agility, a spider-like sixth sense warning him of personal danger, and most amazing of all- Peter can walk on walls. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

PREVIOUSLY

ULTIMATE SPIDER-MAN

"CARNAGE"

#60

PART ONE OF FIVE

Peter barely escaped a grueling, dramatic and violent encounter with a childhood friend, Eddie Brock, who turned himself into the monstrosity known as VENOM.

Ten years ago, Peter and Eddie's fathers accidently invented Venom when they were seeking a biological cure for cancer.

Doctor Curt Conners, Eddie's college professor, in an attempt to regrow a missing limb using lizard DNA strands, accidently turned himself into a lizard creature. Spider-Man saved Conners and in return, Conners offered Peter Parker his trust and friendship.

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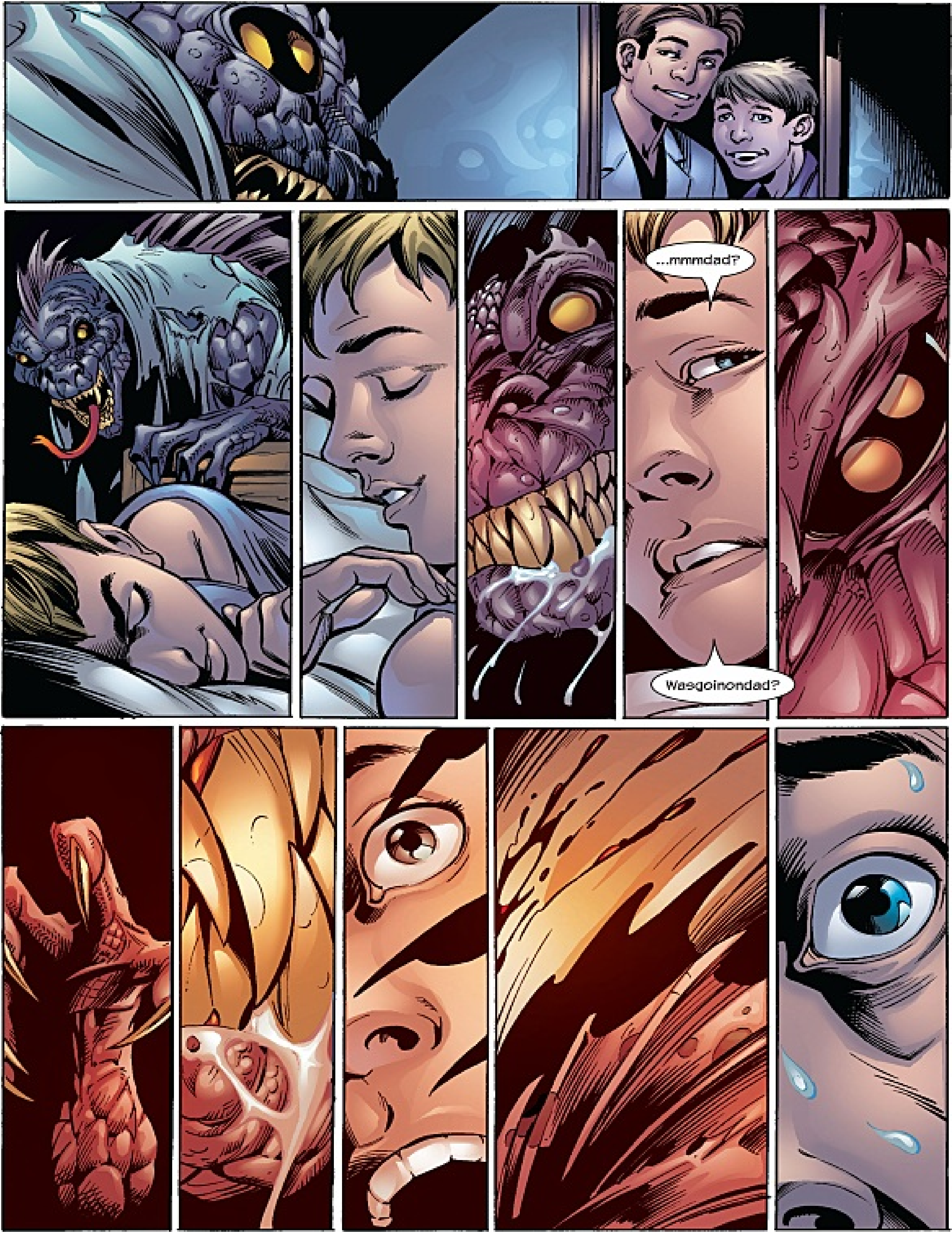
OOF!
GYAAGGHH!!
Conners!!
I just- oh, man- I just want to talk to you before...
Krrkkpsss...
Ffffoolish...
SPACK
Pisssss
Gaahh
Nyrrrr...
Ugk!
Conners!!
CONNERS!!

Sssssss...


...mmmdad?
Wasgoinondad?

GGGAAAHHH!!!
Oh God--
Oh Go--
Oh G--

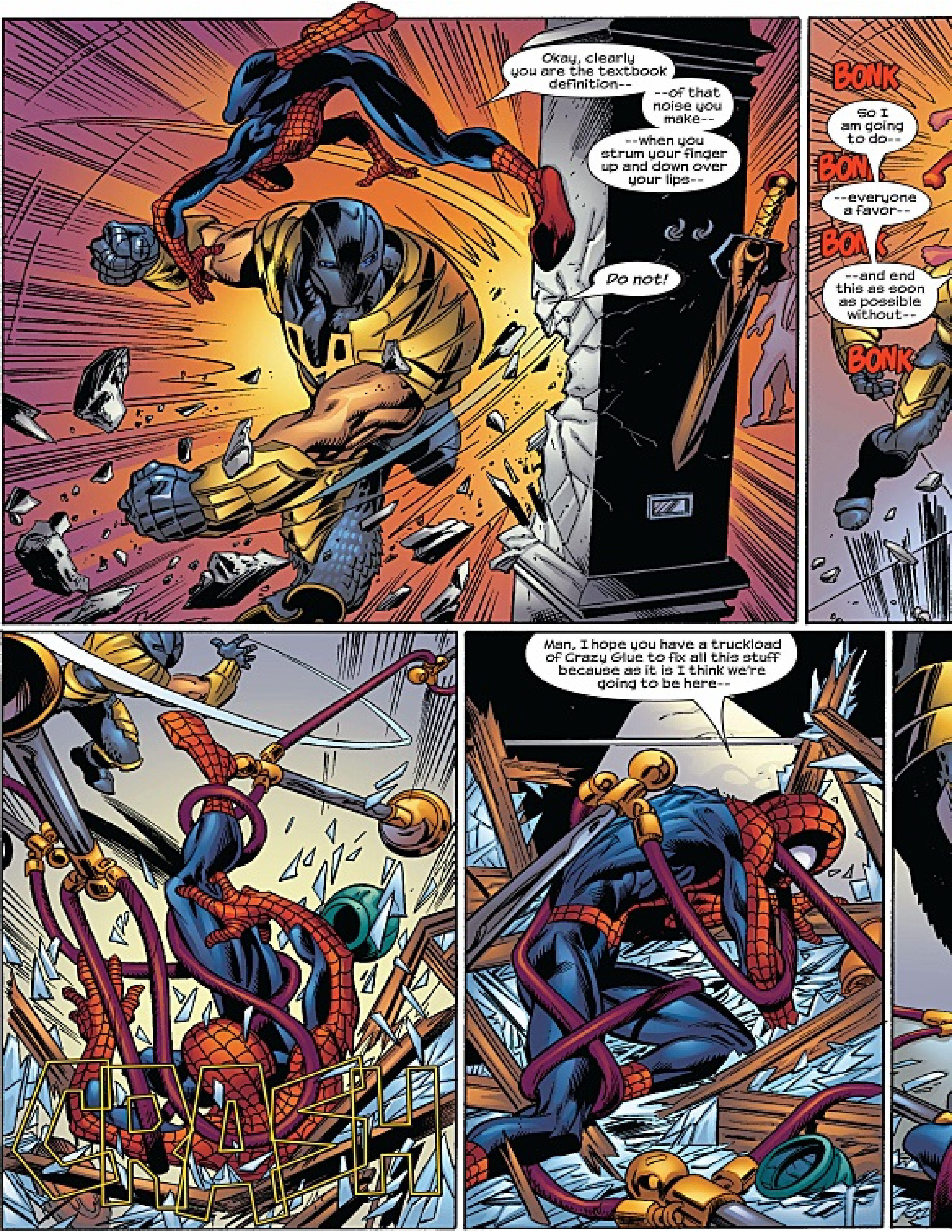
Doris... it's me. It's Curt. No, what? No.
Is he up?
(I didn't know it was that late.)
I'm- no. I'm sorry. I just wanted to know if Timmy is okay.
Well, I just- no. I'm not *drunk*.
I-I had a bad dream and I--
He's still my *son* and I can still worry about him.
I worry about *both* of- who was that?
Oh. Oh... I didn't realize you had someone... o-okay.
I just. No.
Never mind.
Yeah. *Okay.*
Have fun.
DNA
STARK INTERNATIONAL
Doctor Conners,
Your evaluation material is past due.
To continue receiving your grant from Stark International you will need to present your research results ASAP. We have contacted your university and they said that it was best if we dealt with you directly.
Clearly, this matter is important to both parties and we hope that your failure to communicate with us is a simple misunderstanding.
If we do not hear from you by the end of the month your grant funds will be suspended as per the written agreement with Stark International.
We look forward to scheduling time to see your presentation.
Jim Rhodes

Ugh!
WEEEOOOOEEEEOOOOEEEEOOWWWWEEE
Water is collecting on me in places that I didn't know I had.
Actually, that's not true. I once fought a man made out of sand and I had sand in the very same places that I now have water.
And yet... here I am.
Peter Parker- the amazing Spider-Boy.
Even though swinging through Brooklyn violates my "stay out of Brooklyn for all the obvious reasons" rule...
This does look serious.
And where there is serious I show up in my red and blue underwear.
Why? Well, clearly I have emotional problems.
EEEOOOOEEEEOOOOEEEEOOWWWWEEE
Plus, I think a raincoat and rubbers would lose me whatever street cred as a super hero I am desperately holding onto.
This is Police Captain Jeanne De Wolfe.
The negotiator and the FBI are on their way, but let me make this very, very clear to you in the meantime...
Whoever you are...
It is very important that you do not hurt anyone in that museum.
No one!
You hurt anyone, doesn't matter what you want, you lose.

You got that, mister?!
Now if you want to tell me who you are and what you want, we'll see what we can do to--
FREE NURHACHI! OR BLOOD WILL FILL THE STREETS.
Who?
NURHACHI WILL BE GIVEN FREEDOM OR ALL WHO HEAR MY VOICE WILL TASTE DEATH!!
Oh yeah?
Well why don't you pick on someone your own...

...size??
Uh...
So stay right there and I'll go find somebody.

The Emperor has given the signal.
We will do battle for Nurhachi.
Aaaand exactly how many voices are rattling around in your head at the same--
--time?
FIZZZZZZZZZ
CRASH
Oh no... the collection.



Okay, clearly you are the textbook definition--
--of that noise you make--
--when you strum your finger up and down over your lips--
Do not!
BONK
So I am going to do--
--everyone a favor--
--and end this as soon as possible without--
BONK
CRASH
Man, I hope you have a truckload of Crazy Glue to fix all this stuff because as it is I think we're going to be here--

BONK
BONK
BONK
BONK
BONK
--getting into my whole routine about how- *yikes!*
SHASHINK
Do not!!
The word has been given!!
SHIK

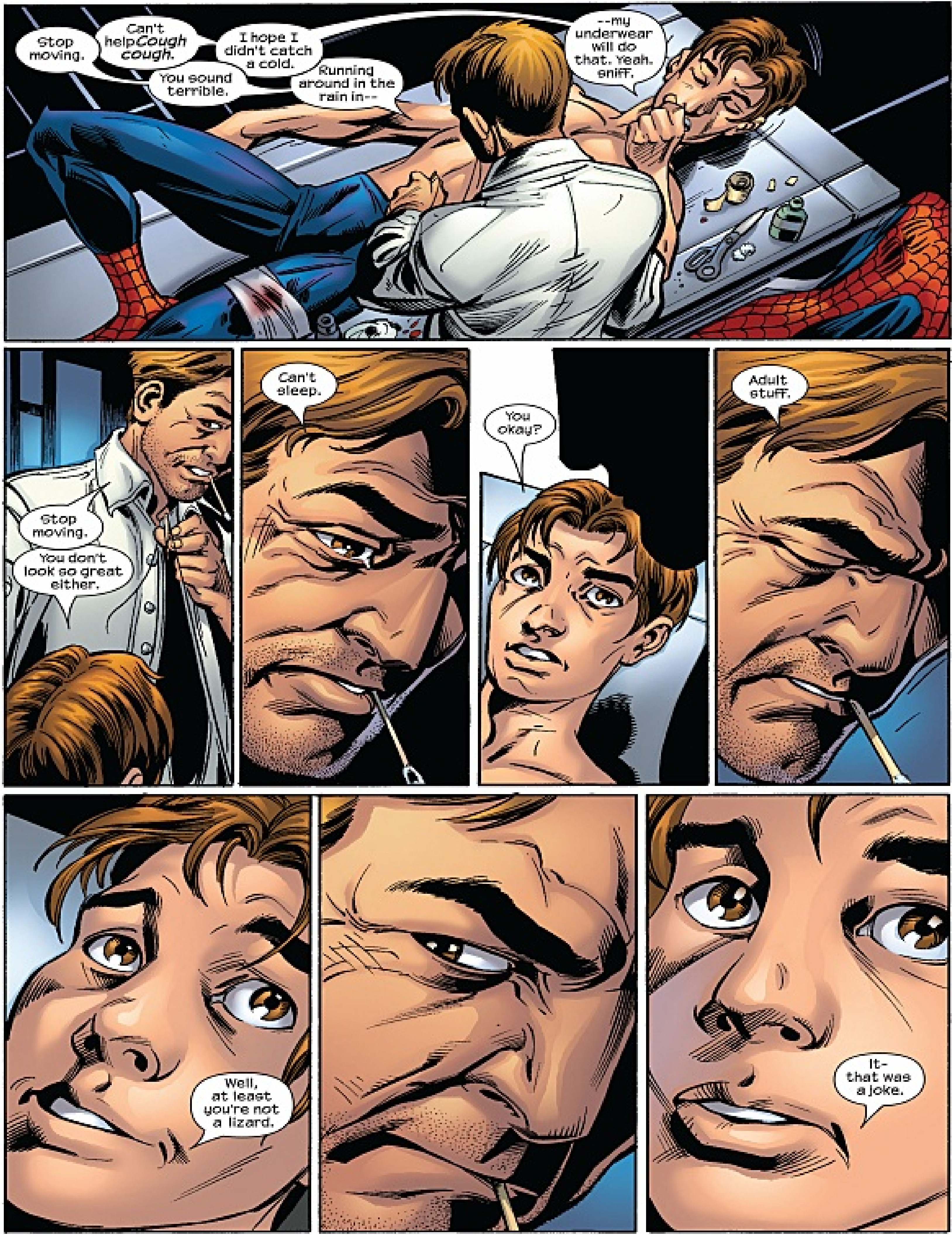
AAAGH!
SLICE
And I know you mean it as a compliment, but...
THWAP
WHAP
NO!!
Nononono...

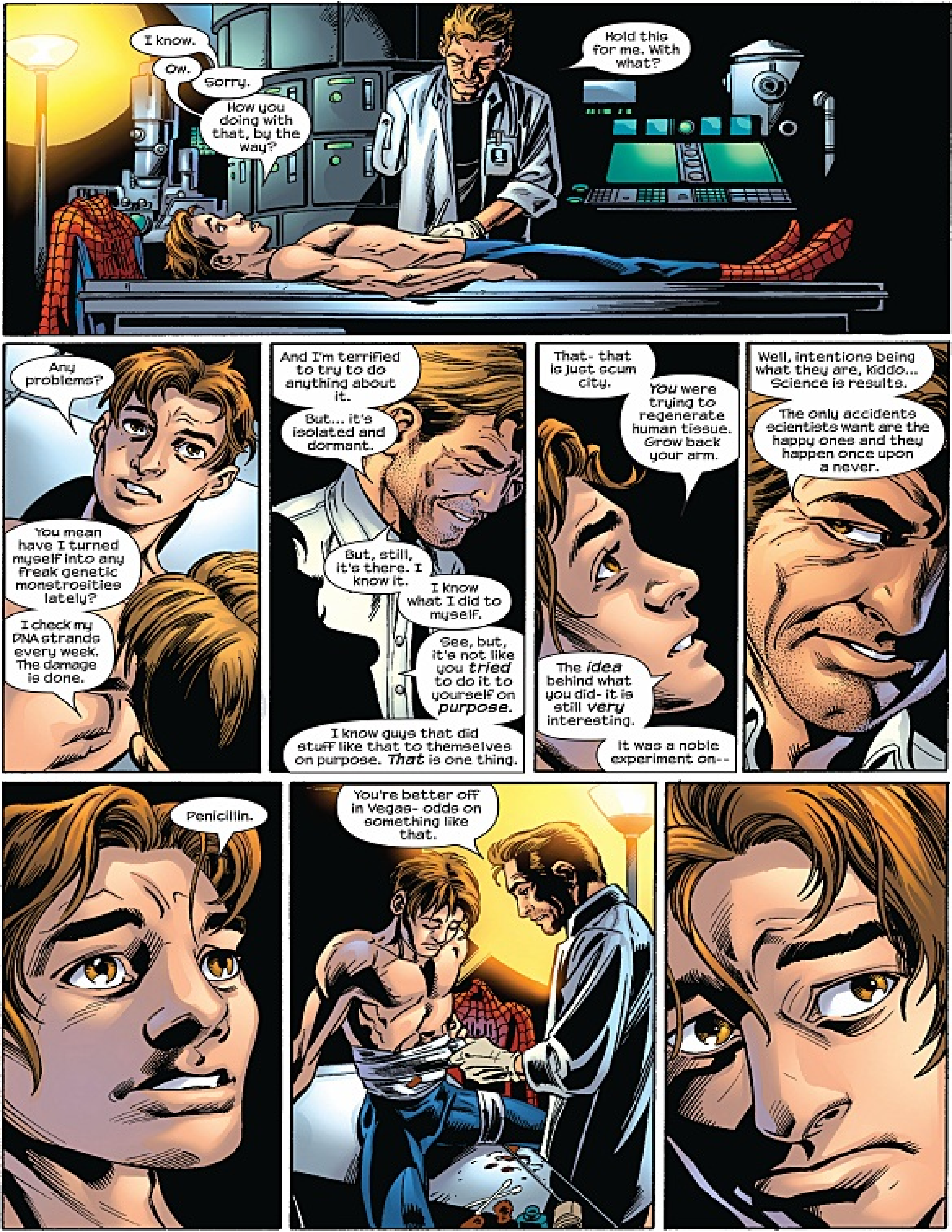
AGH!
So close.
THE GODS CALL FOR YOUR BLOOD!
For this I will--

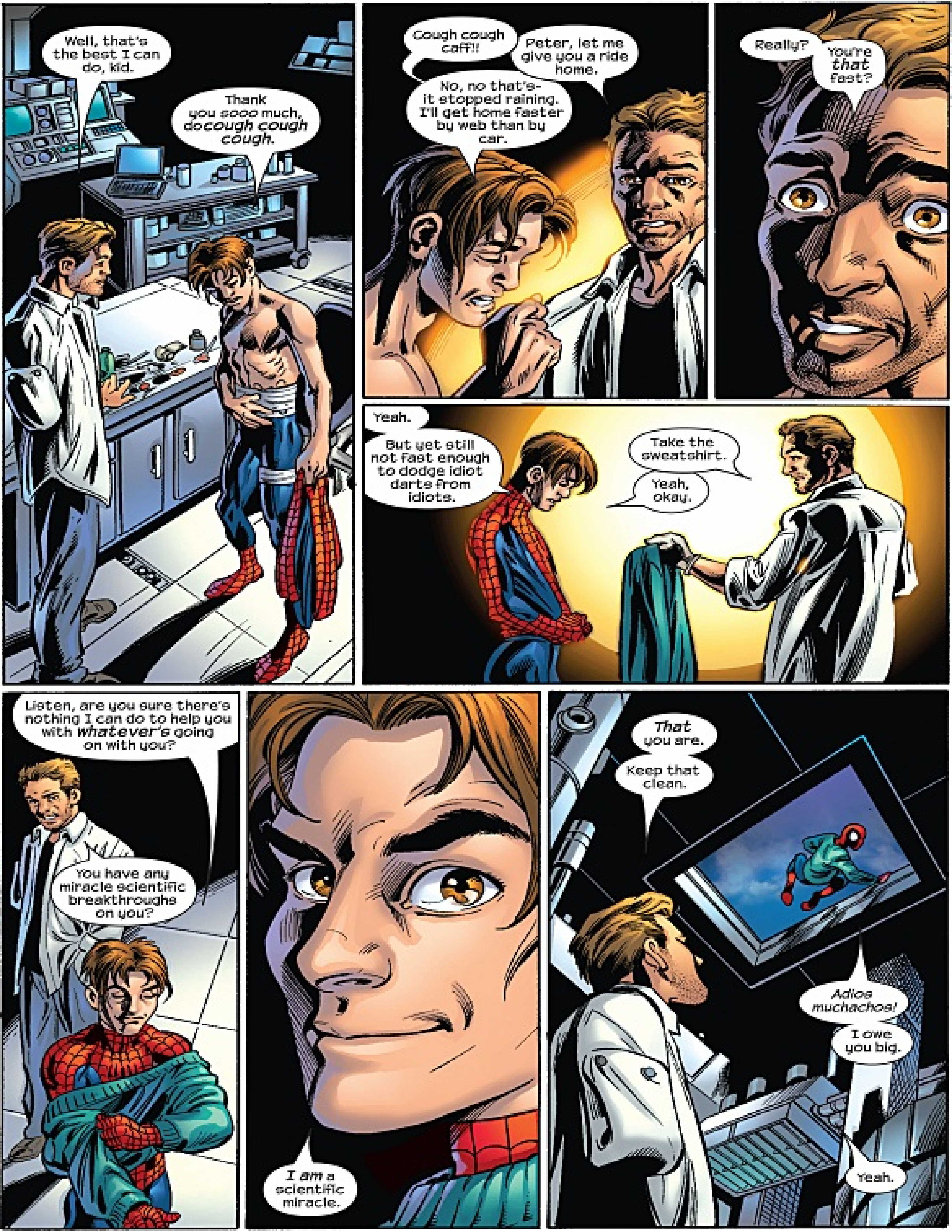
CLANG
CLANG
My Emperor!!
POLICE! FREEZE!!
EVERYONE ON THE GROUND!!!
Lie on the ground now!!
Just--!
Now!
No!
Now freak! On the ground now!
I'm kind of leaking here, so could you--
Don't! He saved us! Don't!
Guys! The guns--
On the ground or I'll--
You got the wrong--
Guys!
Stop it! Guns down!!
GUNS!!
DOWN!!

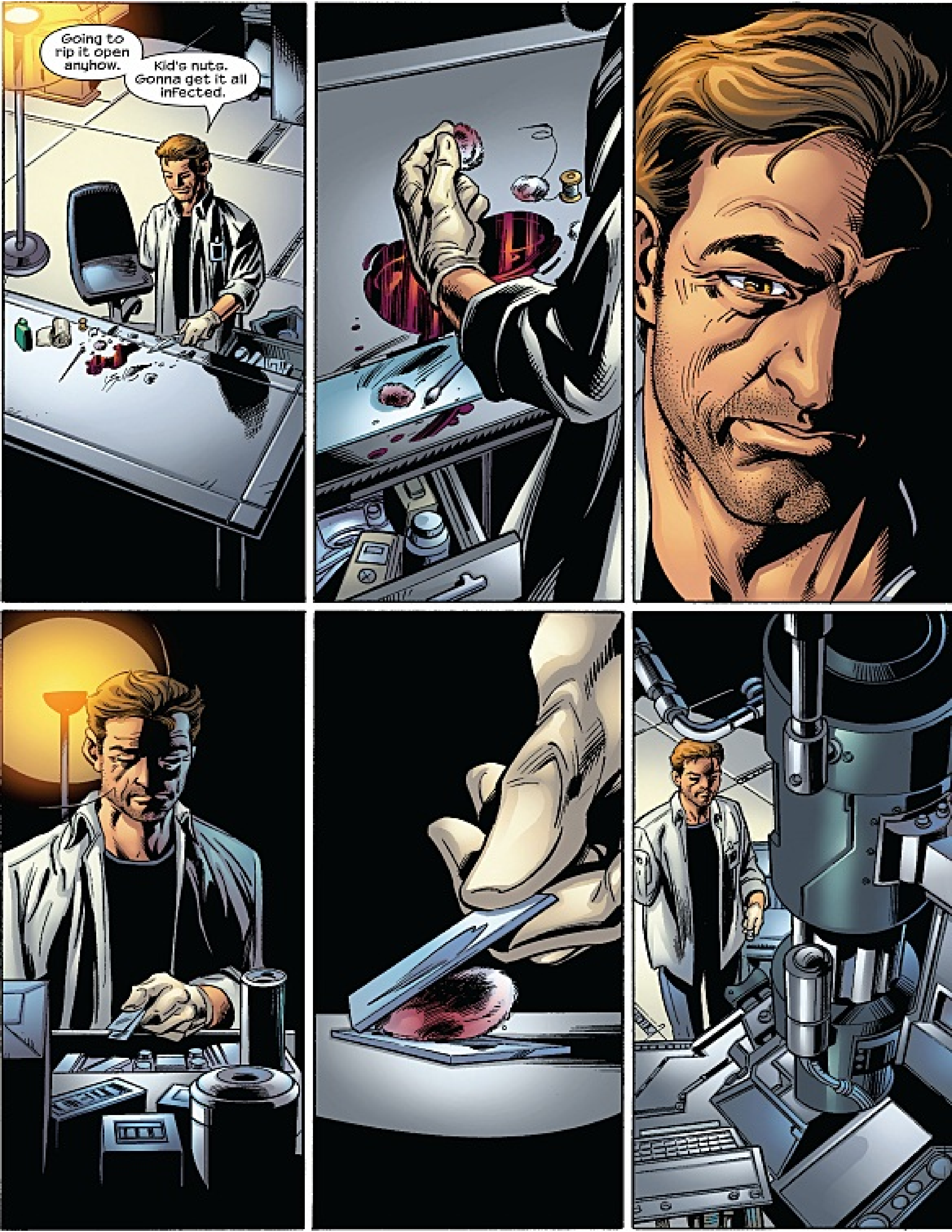
I'm Captain Jeanne De Wolfe. What are you doing here exactly?
I just- *agh*- came here for the gift shoppe.
He- he saved us.
Ma'am. Police ma'am...
That big guy- he came in here and was talking gibberish and was- was- and that guy- just- he just--
I heard it all on the speakerphone.
He's hurt! Help him. Help him.
Get the paramedics in here.
No, no I'm okay.
Yeah, you look great.
Sorry, cop person lady, I'm allergic to, ow, jail.
No, we--
Wow.
That was really him.
Yeah.
Wow.
Ow...
Over some idiot...

Hey, Doctor Conners.
Hey, Willie.
Late night.
Can't sleep.
Heard that.
Hey.
AGH!
Sorry.
Oh- gagh--
Dude.
It's not funny, Parker.
I know. I--
What are you *doing* here?
I hurt myself.
Lord.
You said- you said you owed me one once. I thought you might... help me.
What do you want *me* to do?
You *are* Doctor Curt Conners. I just need to borrow the "*doctor*" part.
I'm not that kind of doctor.
You're more doctor than me.
You need to go to a hospital or something.
Oh yeah, where *did* I leave my insurance card?
Oh no. I left my wallet in my other costu*Cough cough.*
Ugh.

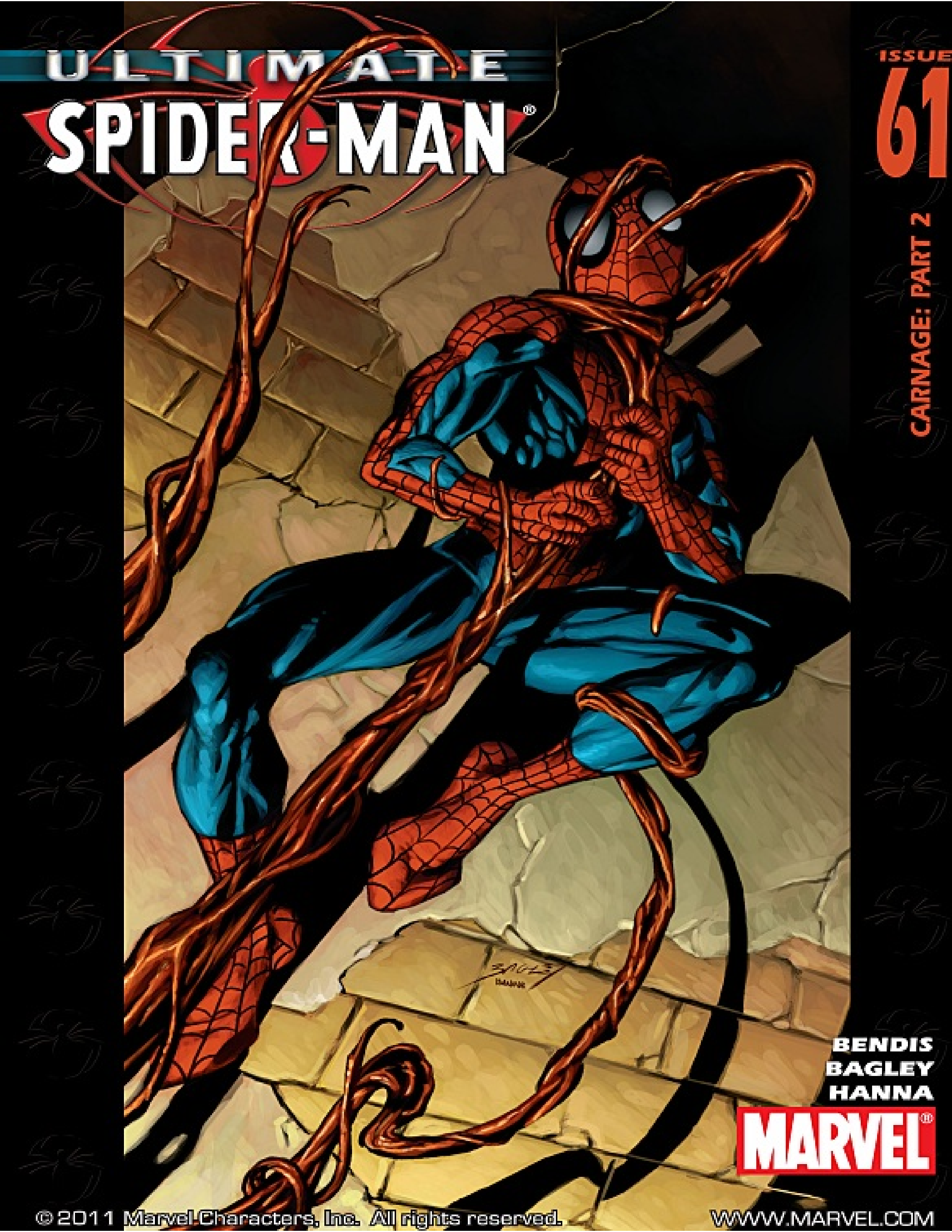

Stop moving.
Can't help *Cough cough.*
You sound terrible.
I hope I didn't catch a cold.
Running around in the rain in--
--my underwear will do that. Yeah. sniff.
Stop moving.
You don't look so great either.
Can't sleep.
You okay?
Adult stuff.
Well, at least you're not a lizard.
It- that was a joke.


I know.
Ow.
Sorry.
How you doing with that, by the way?
Hold this for me. With what?
Any problems?
You mean have I turned myself into any freak genetic monstrosities lately?
I check my DNA strands every week. The damage is done.
And I'm terrified to try to do anything about it.
But... it's isolated and dormant.
But, still, it's there. I know it.
I know what I did to myself.
See, but, it's not like you *tried* to do it to yourself on *purpose*.
I know guys that did stuff like that to themselves on purpose. *That* is one thing.
That- that is just scum city.
You were trying to regenerate human tissue. Grow back your arm.
The *idea* behind what you did- it is still *very* interesting.
It was a noble experiment on--
Well, intentions being what they are, kiddo... Science is results.
The only accidents scientists want are the happy ones and they happen once upon a never.
Penicillin.
You're better off in Vegas- odds on something like that.


Well, that's the best I can do, kid.
Thank you sooo much, docough cough cough.
Cough cough caff!!
Peter, let me give you a ride home.
No, no that's-- it stopped raining. I'll get home faster by web than by car.
Really?
You're *that* fast?
Yeah.
But yet still not fast enough to dodge idiot darts from idiots.
Take the sweatshirt.
Yeah, okay.
Listen, are you sure there's nothing I can do to help you with *whatever's* going on with you?
You have any miracle scientific breakthroughs on you?
I am a scientific miracle.
That you are.
Keep that clean.
Adios muchachos!
I owe you big.
Yeah.


Going to rip it open anyhow.
Kid's nuts. Gonna get it all infected.

Oh my...


ULTIMATE
SPIDER-MAN®
ISSUE
61
CARNAGE: PART 2
BENDIS
BAGLEY
HANNA
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The bite of a genetically altered spider granted high school student Peter Parker incredible, arachnid-like powers: strength, agility, a spider-like sixth sense warning him of personal danger, and most amazing of all- Peter can walk on walls. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

ULTIMATE SPIDER-MAN

"CARNAGE"

PREVIOUSLY

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Ten years ago, Peter and Eddie's fathers accidently invented Venom when they were seeking a biological cure for cancer.

Doctor Curt Conners, Eddie's college professor, in an attempt to regrow a missing limb using lizard DNA strands, accidently turned himself into a lizard creature. Spider-Man saved Conners and in return, Conners offered Peter Parker his trust and friendship

After being hurt in battle, Peter Parker comes to Conners for medical help. Conners is left with Peter's miracle Spider-Man blood sample.

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Penciler
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Inker
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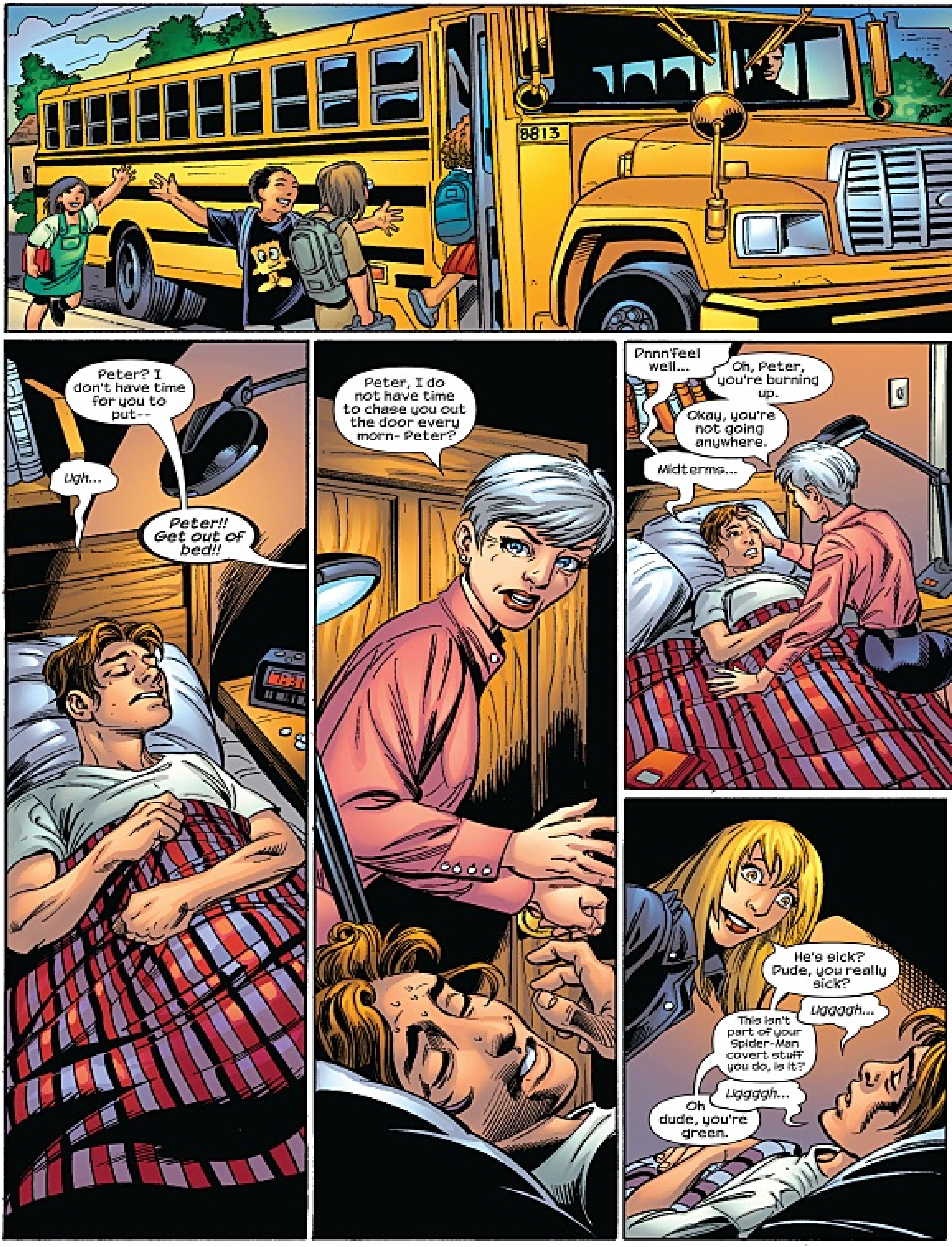
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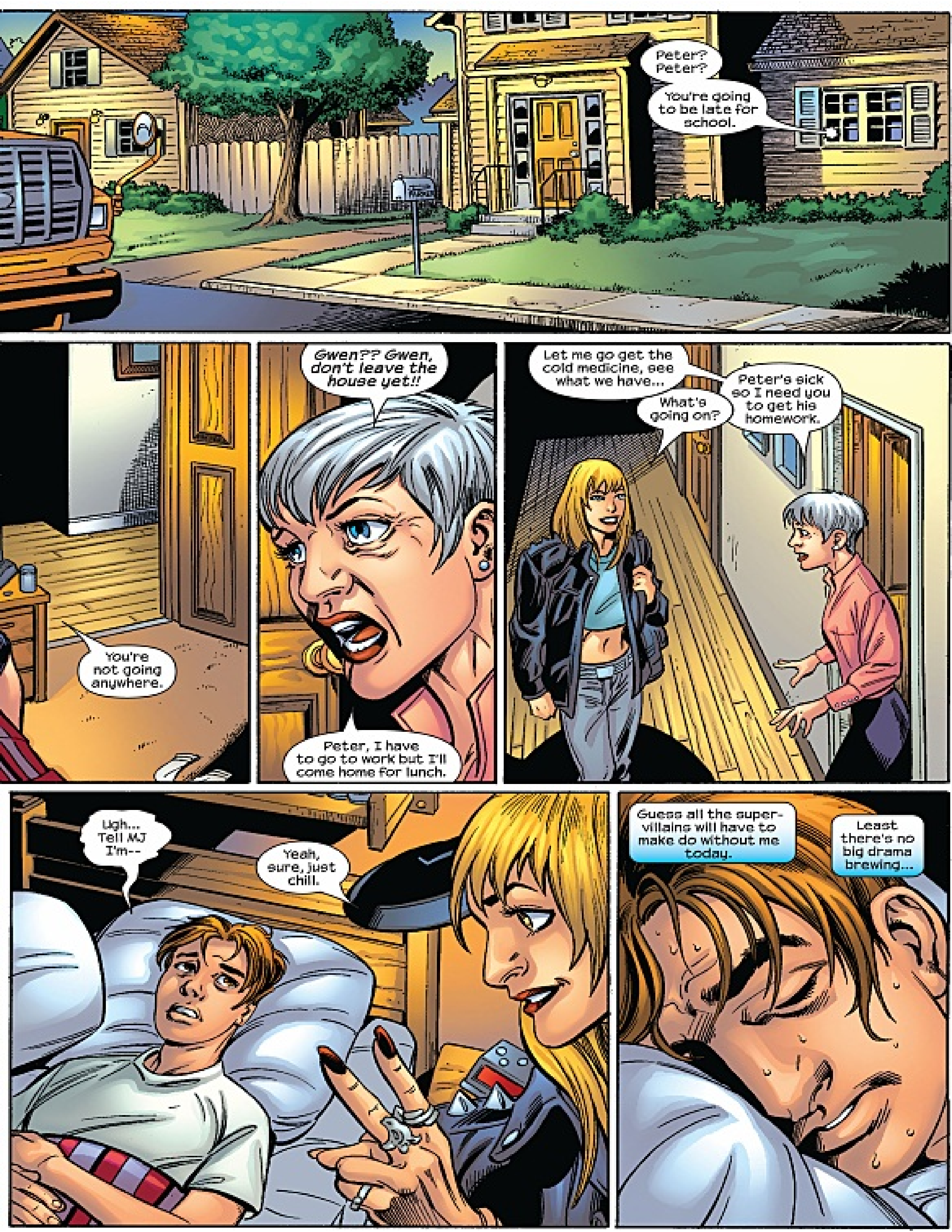
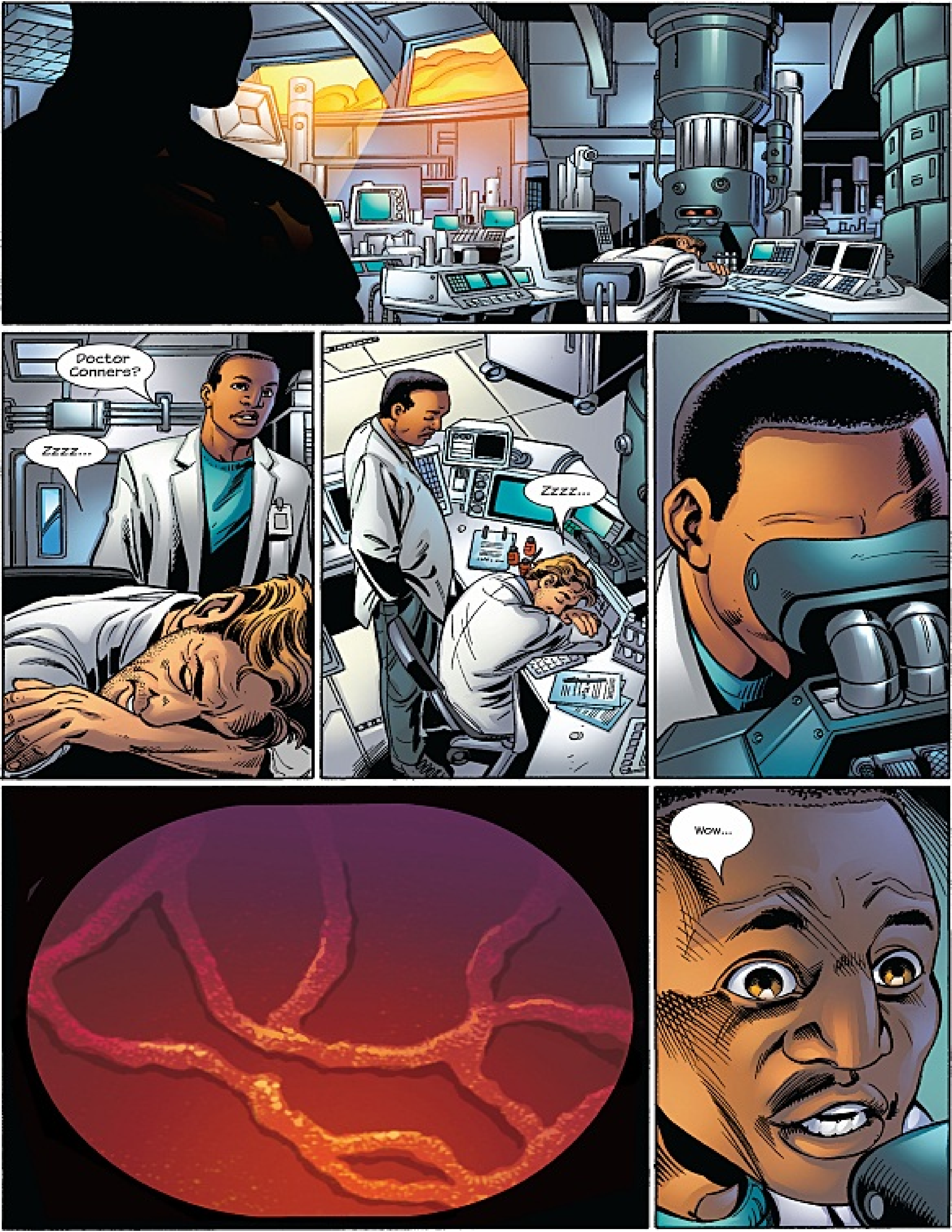
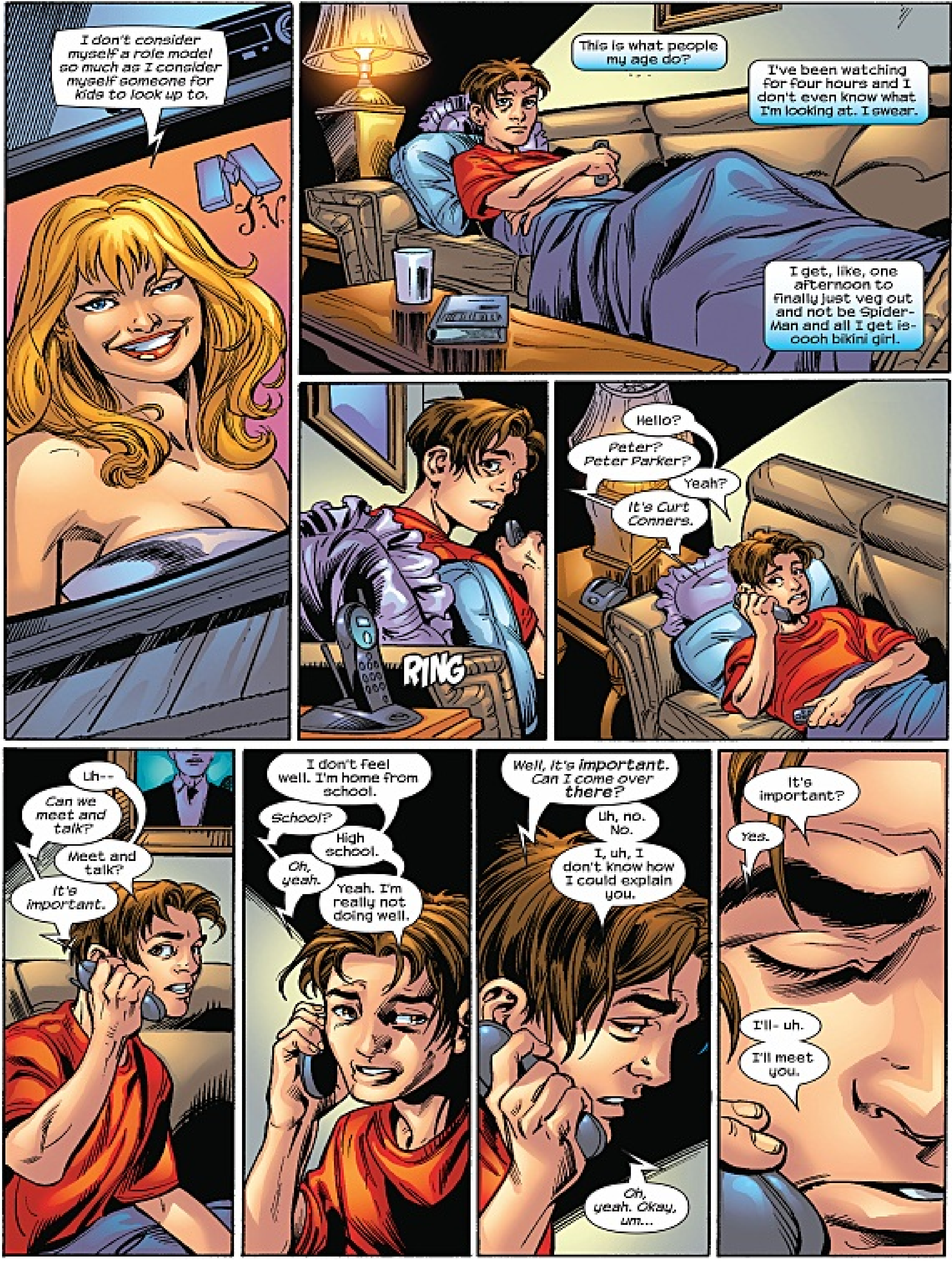
Peter? I don't have time for you to put--
Ugh...
Peter!! Get out of bed!!
Peter, I do not have time to chase you out the door every morn- Peter?
Pnnn'feel well...
Oh, Peter, you're burning up.
Okay, you're not going anywhere.
Midterms...
He's sick? Dude, you really sick?
Uggggh...
This isn't part of your Spider-Man covert stuff you do, is it?
Uggggh...
Oh dude, you're green.


Peter? Peter?
You're going to be late for school.
You're not going anywhere.
Gwen?? Gwen, don't leave the house yet!!
Peter, I have to go to work but I'll come home for lunch.
Let me go get the cold medicine, see what we have...
Peter's sick so I need you to get his homework.
What's going on?
Ugh... Tell MJ I'm--
Yeah, sure, just chill.
Guess all the super-villains will have to make do without me today.
Least there's no big drama brewing...

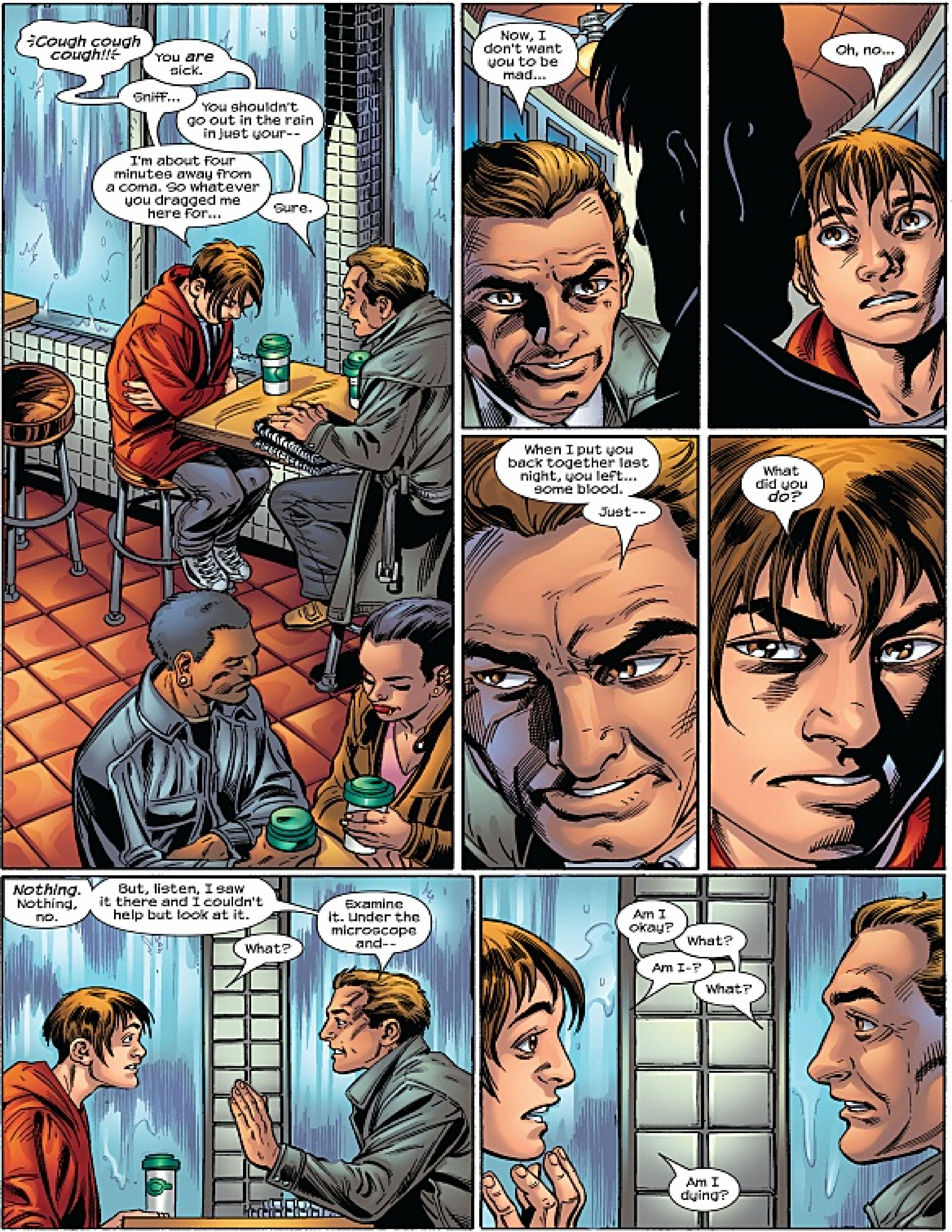
Empire State University.
Reed Richards Science Center
BEN REILLY!!
My brother from another mother.
Wow, Sam, you are just *full* of coffee.
Been a *looooong* night.
You *always* say that.
It always is.
Hey, but listen...Doc Conners.
What?
He- uh- he checked into the lab last night, about 11, but he never checked out.
Yeah, okay...
Tsk...


Doctor Conners?
Zzzz...
Zzzz...
Wow...

ICANNNNO!!
DOC!
DOC, IT'S ME!
Oh, Jeez...
You fell asleep in the lab again.
I didn't- know--
That's not good, Doc.
I know.
You don't want that kind of thing getting around.
Ugh...
What- what was on the slide I was looking at?
No!!
It's- it's nothing yet. It's--
I--
It's gorgeous! Are you kidding me? How does the helix know to--?
It's nothing.
It's- it's just the beginning of something.
Looks like a perfect strain of human--
Ben, I need you to not ask me. Not yet.
I've, in the past, I've made some mistakes...
I- this isn't ready--
I'm not ready to talk about this yet.
Okay.
It's just nothing yet.
Okay.
Don't tell anybody about any of this.
Yeah.
You understand?
Yeah.
I'll just- I'll get the lab set up. Why don't you go clean up?



I don't consider myself a role model so much as I consider myself someone for kids to look up to.
This is what people my age do?
I've been watching for four hours and I don't even know what I'm looking at. I swear.
I get, like, one afternoon to finally just veg out and not be Spider-Man and all I get is-- oooh bikini girl.
RING
Hello?
Peter? Peter Parker?
Yeah?
It's Curt Conners.
Uh--
Can we meet and talk?
Meet and talk?
It's important.
I don't feel well. I'm home from school.
School?
High school.
Oh, yeah.
Yeah. I'm really not doing well.
Well, it's important. Can I come over there?
Uh, no. No.
I, uh, I don't know how I could explain you.
Oh, yeah. Okay, um...
It's important?
Yes.
I'll- uh.
I'll meet you.

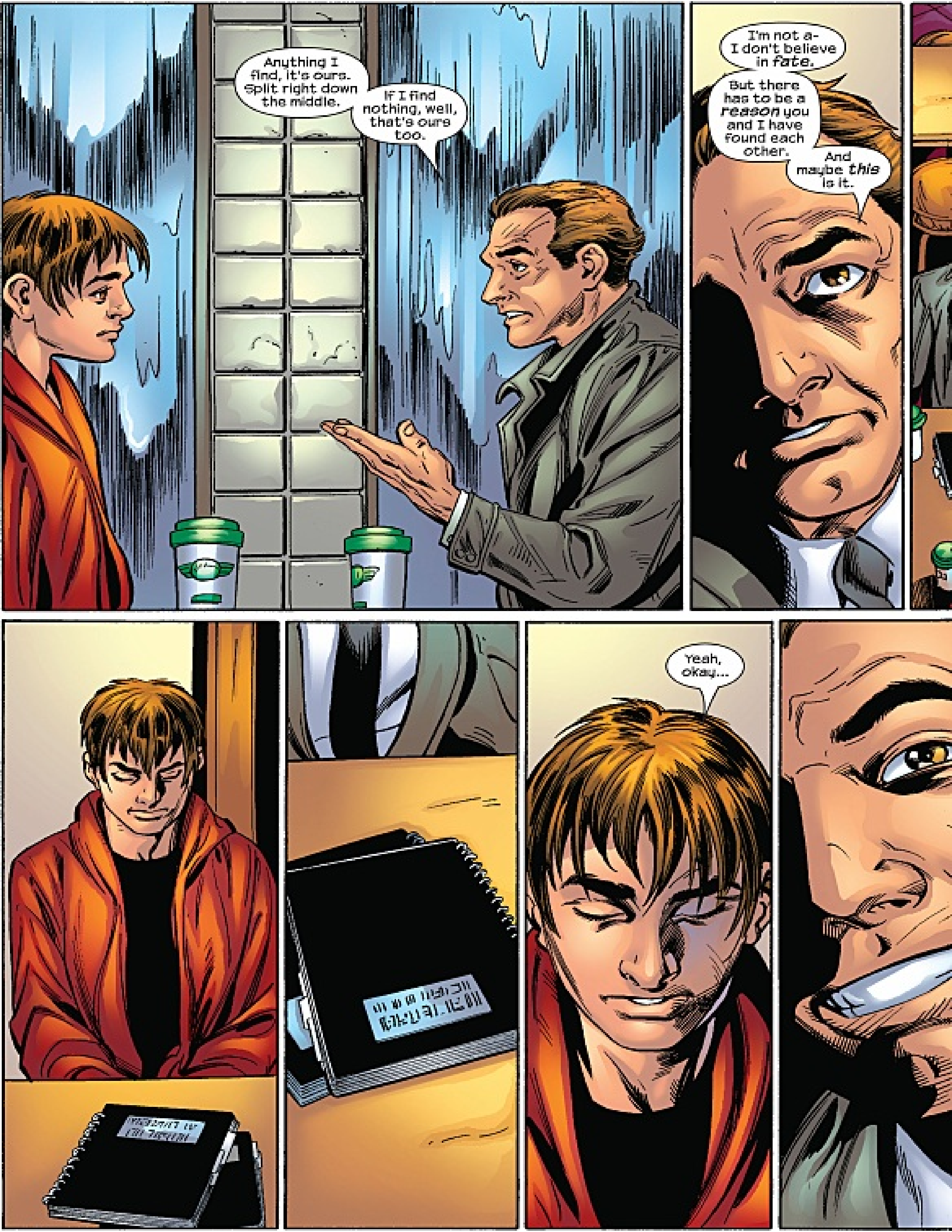


-Cough cough cough!!!-
You *are* sick.
Sniff...
You shouldn't go out in the rain in just your--
I'm about four minutes away from a coma. So whatever you dragged me here for...
Sure.
Now, I don't want you to be mad...
Oh, no...
When I put you back together last night, you left... some blood.
Just--
What did you *do?*
Nothing. Nothing, no.
But, listen, I saw it there and I couldn't help but look at it.
What?
Examine it. Under the microscope and--
Am I okay?
What?
Am I-?
What?
Am I dying?

What? No. No.
No, in fact...
In fact, it's *amazing!* It's staggering. Your DNA sequences are like nothing *anyone* has ever seen be-
Shh...
How did you get your-
Shhh...
How did you get your powers again?
Oh, it's a whole thing.
I don't... really want to get into it--
Can you- I know you're quite the little science whiz- does this make any sense to you?
That is a normal person's DNA-strand sequence and *that's* yours.
Whatever made you, however you became you- this is an *amazing* scientific find.
This is more than just *you* getting super powers- this might be a real breakthrough in genetics.
Oh.
Yes.
You know, I always kind of wondered about what kind of ramifications this might have.
In college, when I had more, I don't know, *time* or resources or something, I was going to look into it.
But, also, I don't know anyone I can really trust on the subject, you know?
And to be honest, part of me was scared about what I would find.
Well, that's what I wanted to talk to you about.
I want, I want your permission to run some experiments.
Experiments?
On me?

Not on you, on your sample.
Something happened to you on a genetic level that made you more than most people could ever dream of becoming...
...and with DNA research where it is and where it's going...
...well, maybe, *maybe* what happened to *you*, could help others...
And I'm not talking about everyone having super powers or whatever you call what *you* do.
But what I'm talking about is gene therapy experiments- stem cell research that would cure illness and fight disease.
Cancer.
Cancer. Diabetes, Alzheimer's, Parkinson's...
But I'm not a- a *stupid* man. I know something when I *see* it.
And, yes, I've been close to genetic breakthroughs before and I've had *disastrous* results.
I'll be the first to admit it...
But- well- that's why I'm being cautious here. Trying to be realistic.
But--
I *need* this, frankly.
I'm, this will be hard for someone your age to understand, but I'm kind of at the end of my rope.
And, and honestly, I've been there for a while.
And now, I stumble across *this*, and I feel like... there's hope.
On top of it- I *think* I may be able to discover something about *my* condition.
Maybe even cure it.
How would you explain to people where you got the DNA *from?*

My dad, before he died, he dedicated his life to curing cancer and he--
I know.
You're saying that in me there might be something--
I don't know *what* yet.
And really, it *might* be nothing.
Lab accident. Surprising side effect from another experiment...
Happens all the time. It's why stem cell research and cloning is so controversial.
What are you asking me, exactly?
For me to take your DNA without *telling* you and start poking a stick at it...
...that would be unethical. It would be immoral.
It's yours, not mine.
So... I'm asking permission.


Anything I find, it's ours. Split right down the middle.
If I find nothing, well, that's ours too.
I'm not a- I don't believe in *fate*.
But there has to be a *reason* you and I have found each other.
And maybe *this* is it.
Yeah, okay...

And this could take *years*, Peter, years and years.
You might very well be one of my students at the university by the time anything comes of anything.
But we have to *try*.
It's, it's almost our *responsibility*.
Yeah.
TWO MONTHS LATER

BUDDA
BUDDA
BUDDA
BUDDA
BUDDA
BUDDA
BUDDA

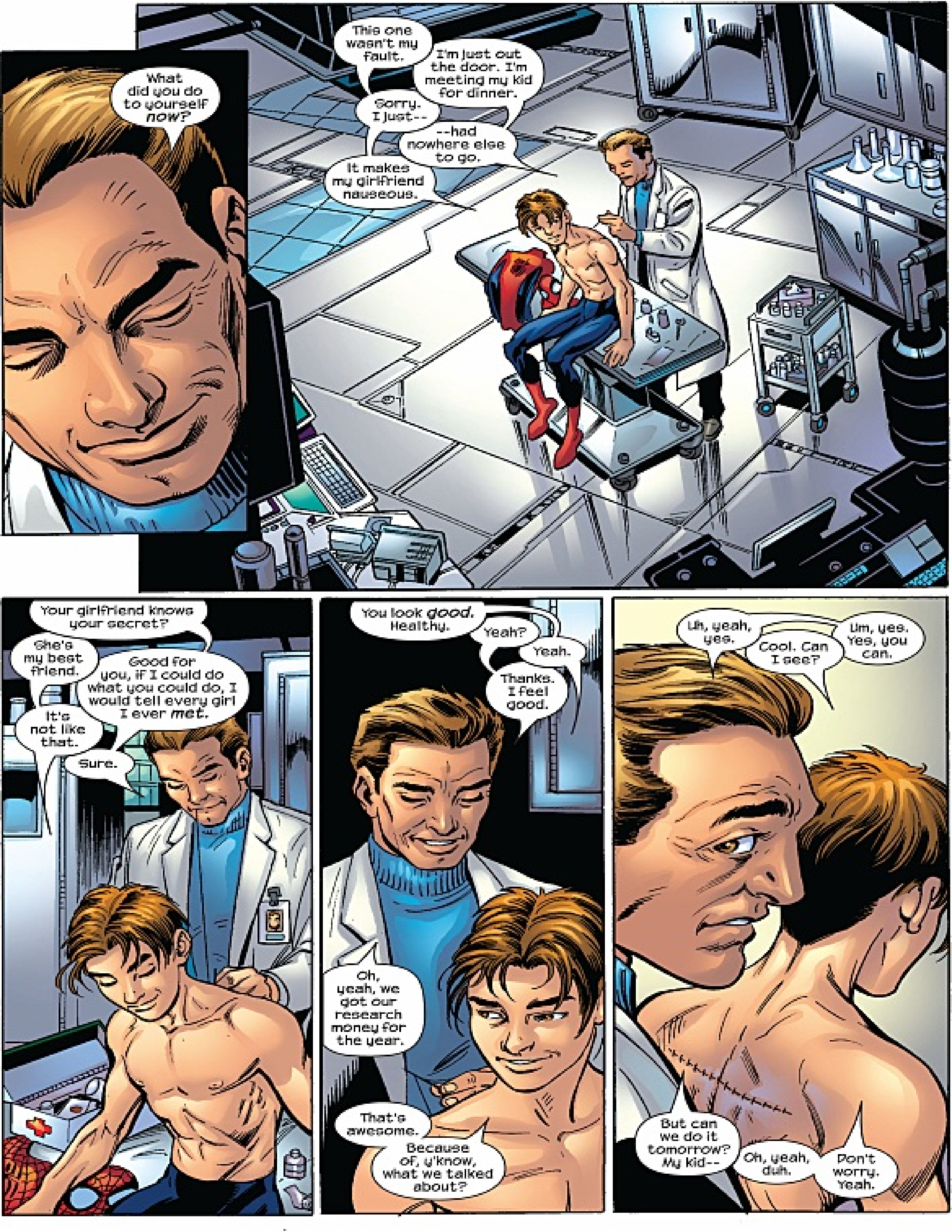
BUDDA BUDDA BUDDA BUDDA BUDDA BUDDA BUDDA BUDDA
Agh! Come on!
I just want to go home.
And I really have to go to the bathroom.
But here I am getting in between these two costumed loony toons.
THWIP
THWIP
At least I know who the guy with the guns and the winning personality is--
--The Punisher.
Guy's all over the news all the time--
He sees a bad guy and he thinks it's up to him to take him out--
Really take him out.
DON'T!!

Now, I don't know who the goof-nut in the purple suit is he was shooting at...
BONK
...but *clearly* he went and tried to rob the bank here or something- wrong place/wrong time kinda thing.
Agh!
Not gonna.
But, thief or not, I'm not going to swing by and just let this Punisher dude mow down people in public.
I don't care who it is- whoops, fast one.
Agh!
Man, I gotta pee.
BAMBAMBAMBAM
Later, after he's done shooting at me--
--remind me to feel bad for this Castle.
Dude used to be a cop and his whole family was gunned down by his fellow cops.
Sent him right over the edge- as clearly, anyone can see.
Hey, can we call a time-out?
I *really* have to go to the bathroom.

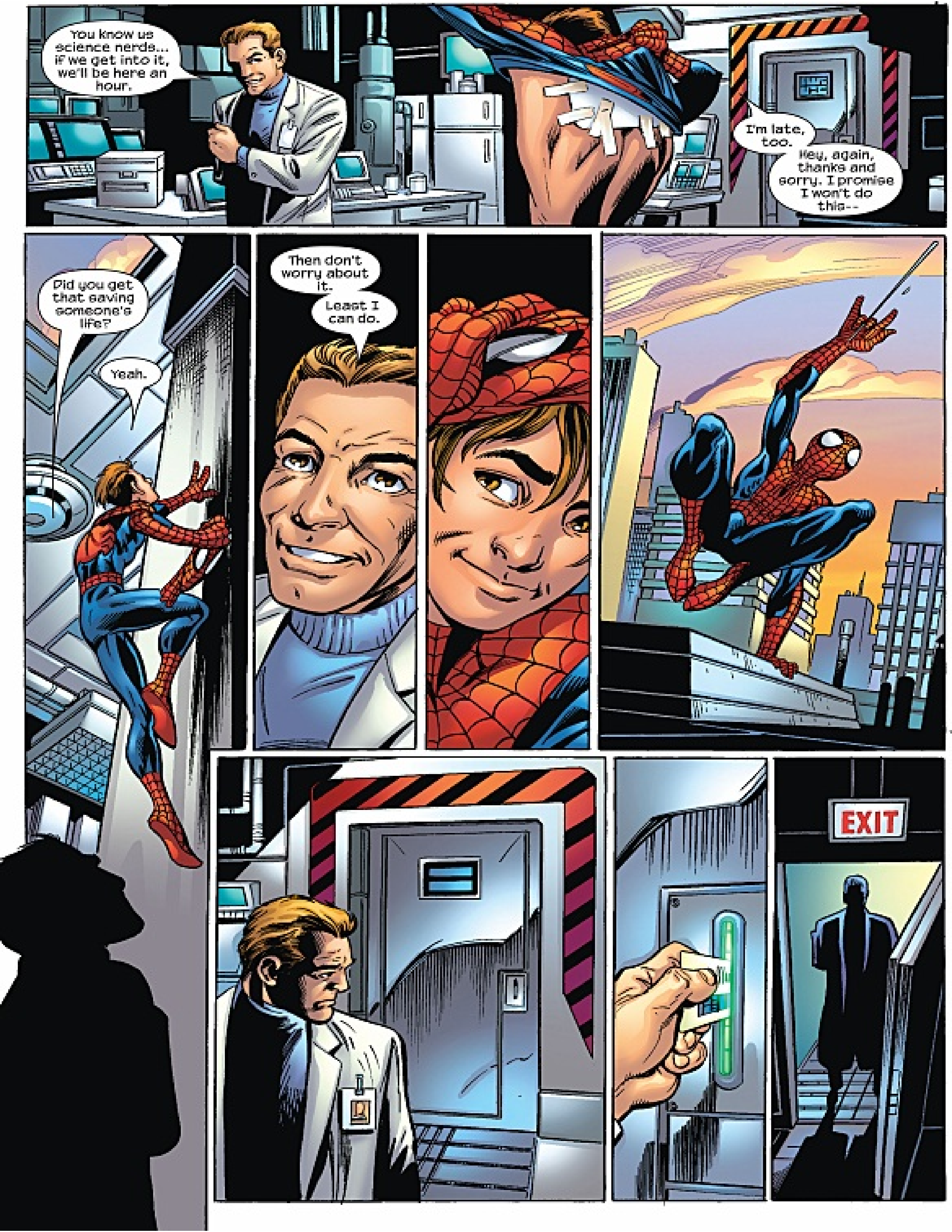
BAM
GGAAGGH!
WHUMP
Of course, I only *know* all this about him because the Discovery Channel runs that special on him so many times a day that sometimes they actually *interrupt* the special to *show* the special.
I do feel bad for him, but not so bad I'm not going to give him the old thwap...
THWAP
Rrr!
...and smack.
SMACK

WHAM
DAILY BUGLE
Your daily source for everything.
SPIDER-MAN MENACE
THUMP
Oy, mate, sincerely. You're a lifesaver.
Listen, I'll *give* you twenty grand *cash* right now if you swing me out of here, or whatever you do.
Twenty grand?
Yeah, whadaya say?
Twenty thousand dollars?

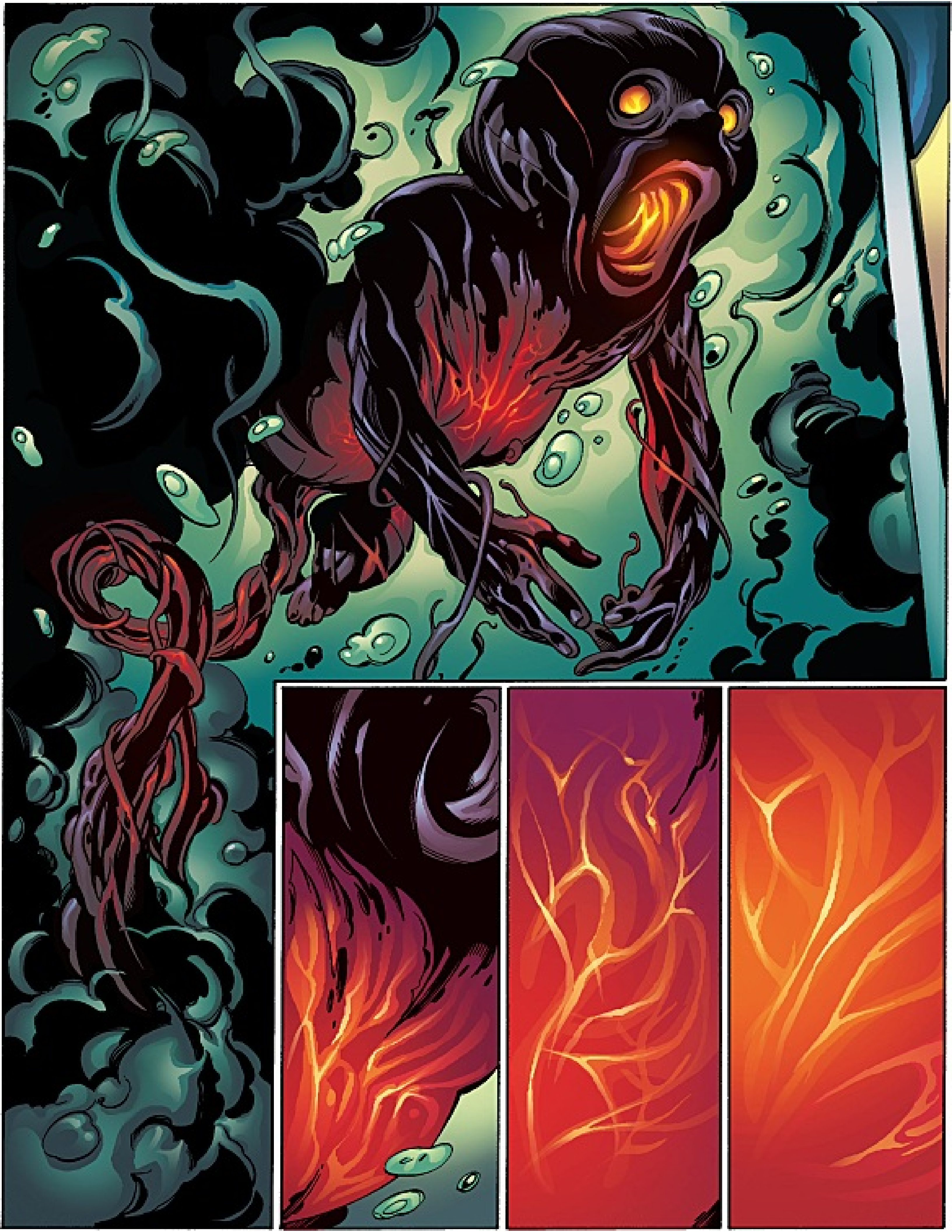
Hey, I almost did that one right.
Coulda used that money, though... Oh, well.
Agh!
Tsk, man.

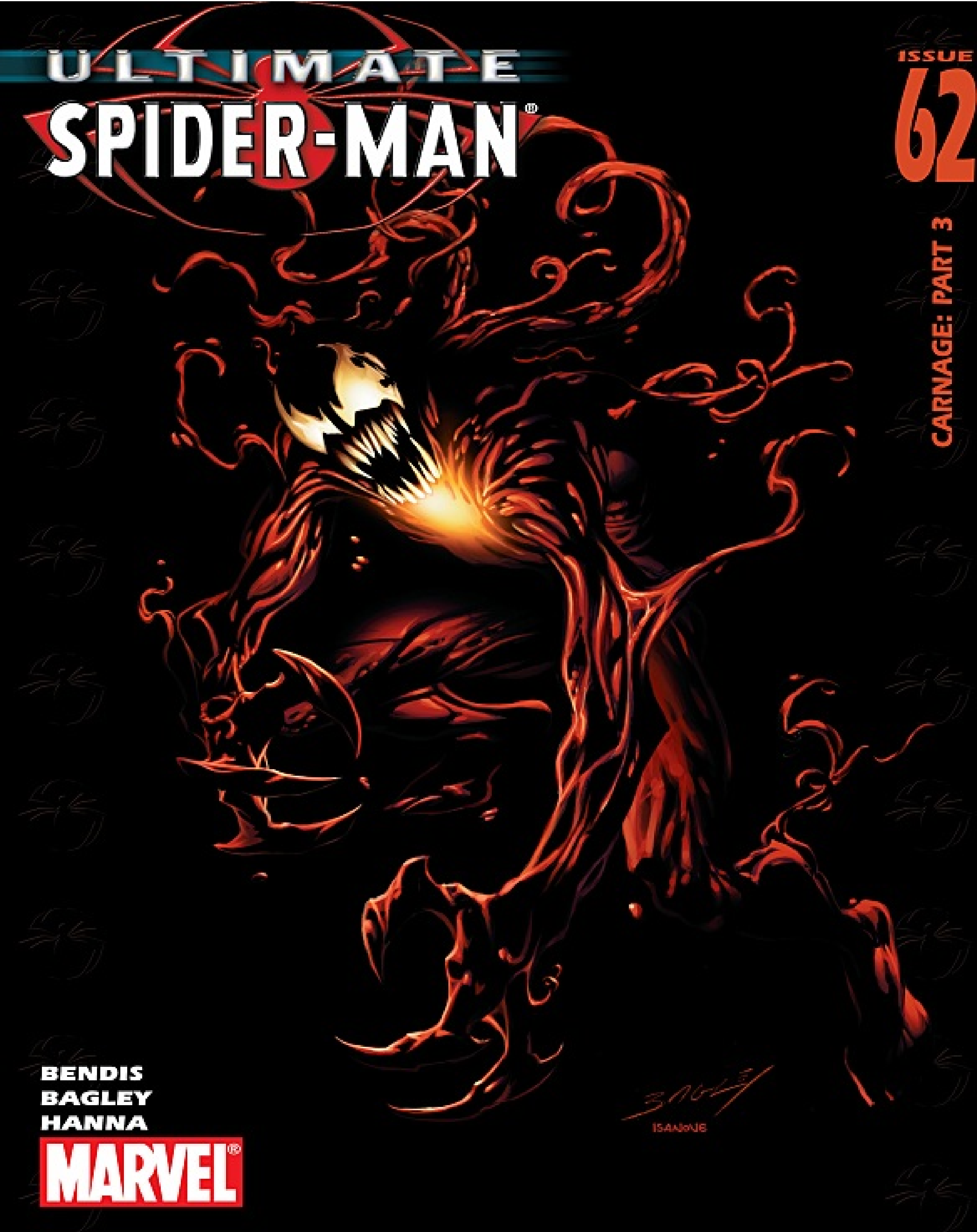


What did you do to yourself *now*?
This one wasn't my fault.
I'm just out the door. I'm meeting my kid for dinner.
Sorry. I just--
--had nowhere else to go.
It makes my girlfriend nauseous.
Your girlfriend knows your secret?
She's my best friend.
Good for you, if I could do what you could do, I would tell every girl I ever *met*.
It's not like that.
Sure.
You look *good*. Healthy.
Yeah?
Yeah.
Thanks. I feel good.
Oh, yeah, we got our research money for the year.
That's awesome.
Because of, y'know, what we talked about?
Uh, yeah, yes.
Cool. Can I see?
Um, yes. Yes, you can.
But can we do it tomorrow? My kid--
Oh, yeah, duh.
Don't worry. Yeah.


You know us science nerds... if we get into it, we'll be here an hour.
I'm late, too.
Hey, again, thanks and sorry. I promise I won't do this--
Did you get that saving someone's life?
Yeah.
Then don't worry about it.
Least I can do.
EXIT

Hey...
Hey...
I gotta get outta here.
Thought you were already gone.
Got distracted.
How's it going?
Steady as she goes, Captain.
Smooth.
I can't stop looking at it, though.
I know.
I think we need to go up to 86 degrees, though. I'm worried about the next incubation stage.
I don't disagree.
And after the next one, we make our presentation.
Then the fun begins.
I have to go meet my kid. I'm already late.
I'll walk out with you. Going to run across campus for a hoagie.
You do the top-of-the-hour log?
Yes, I did. Guess when I did it?





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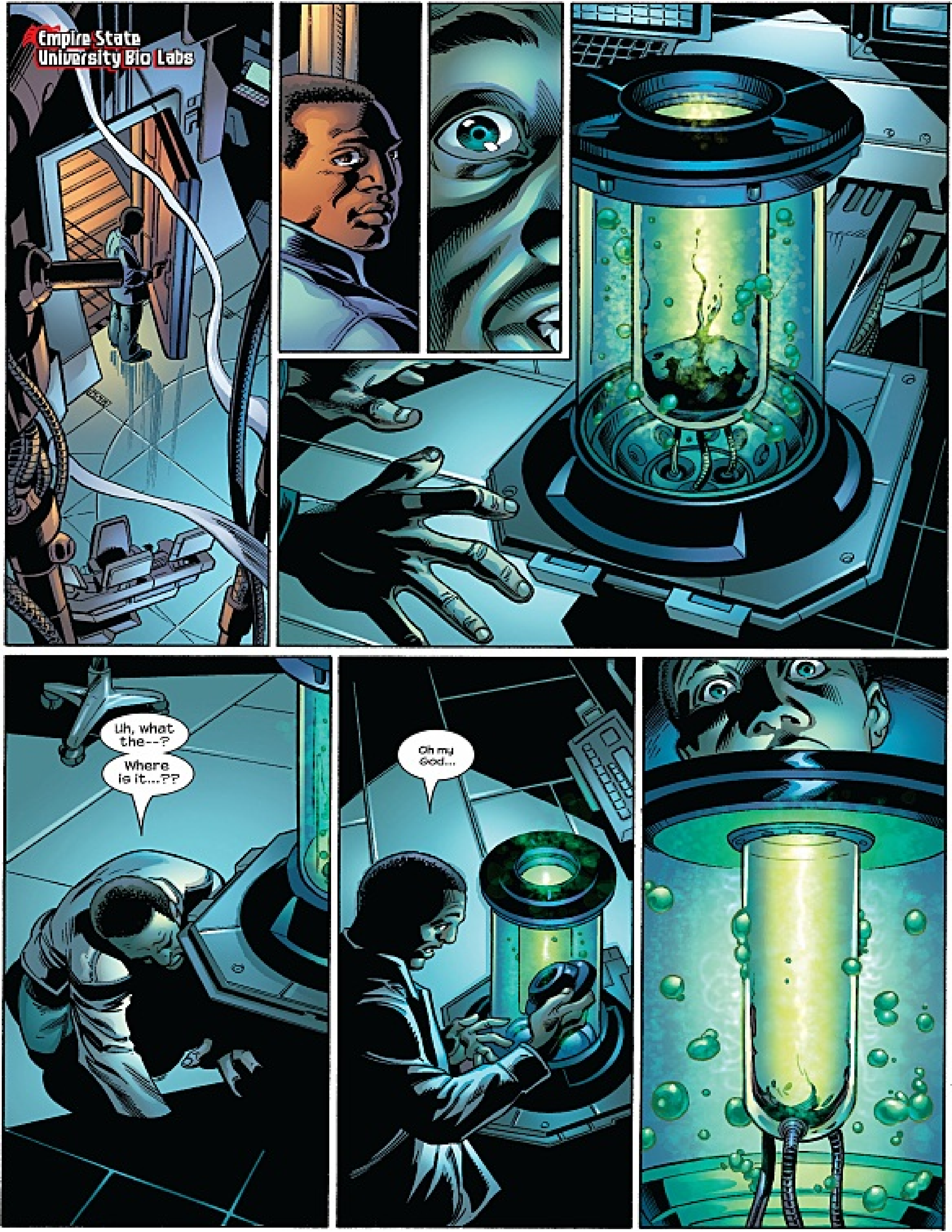
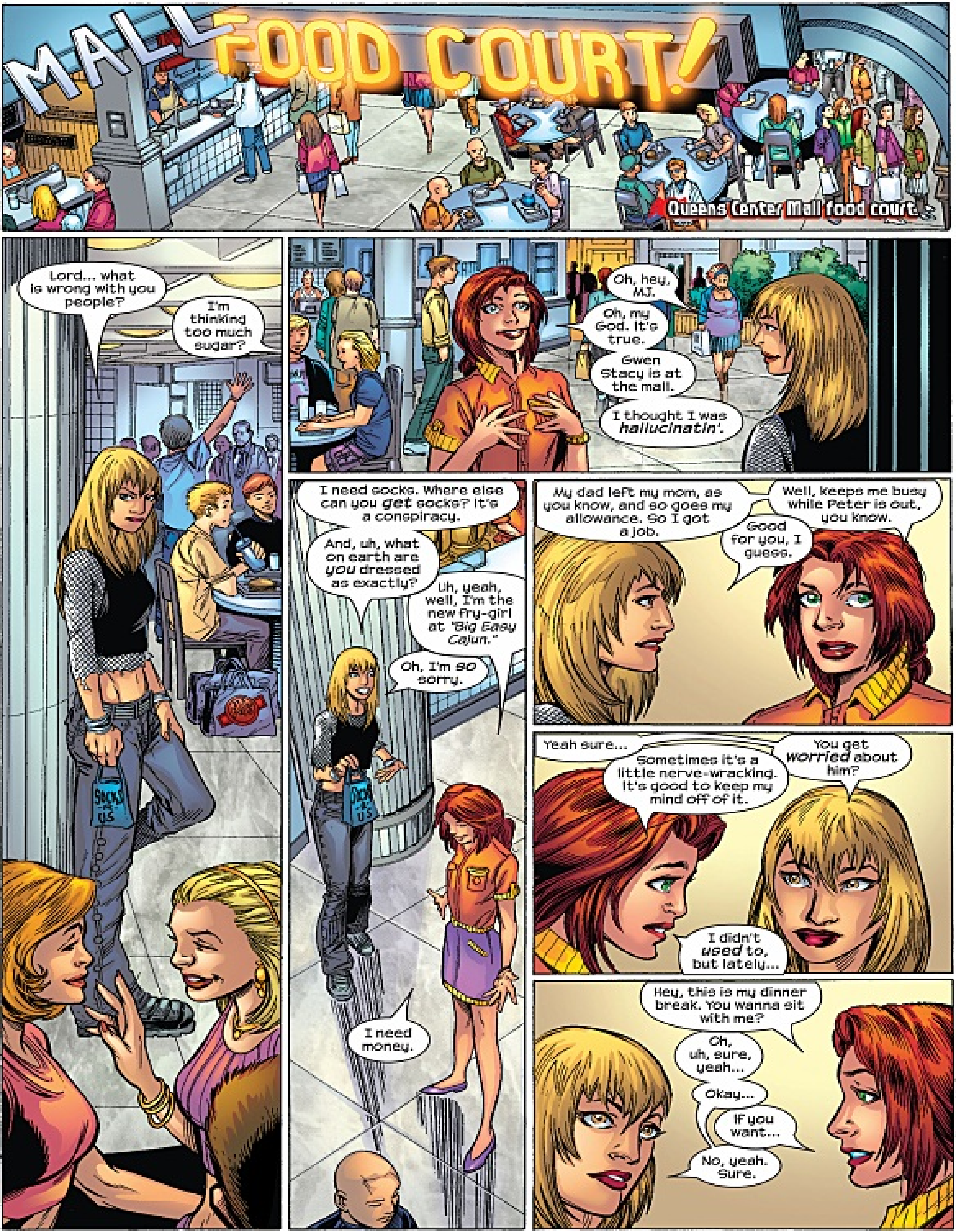
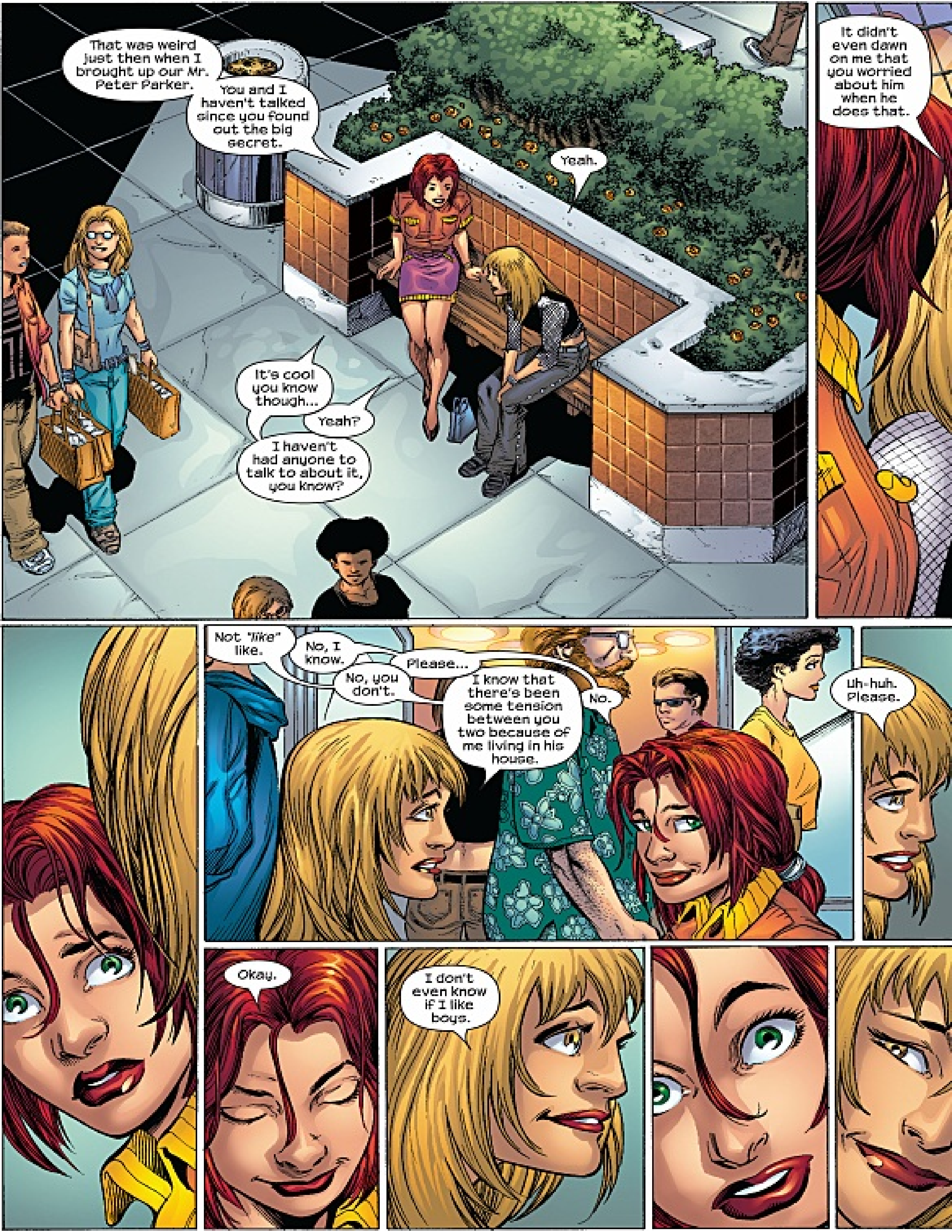
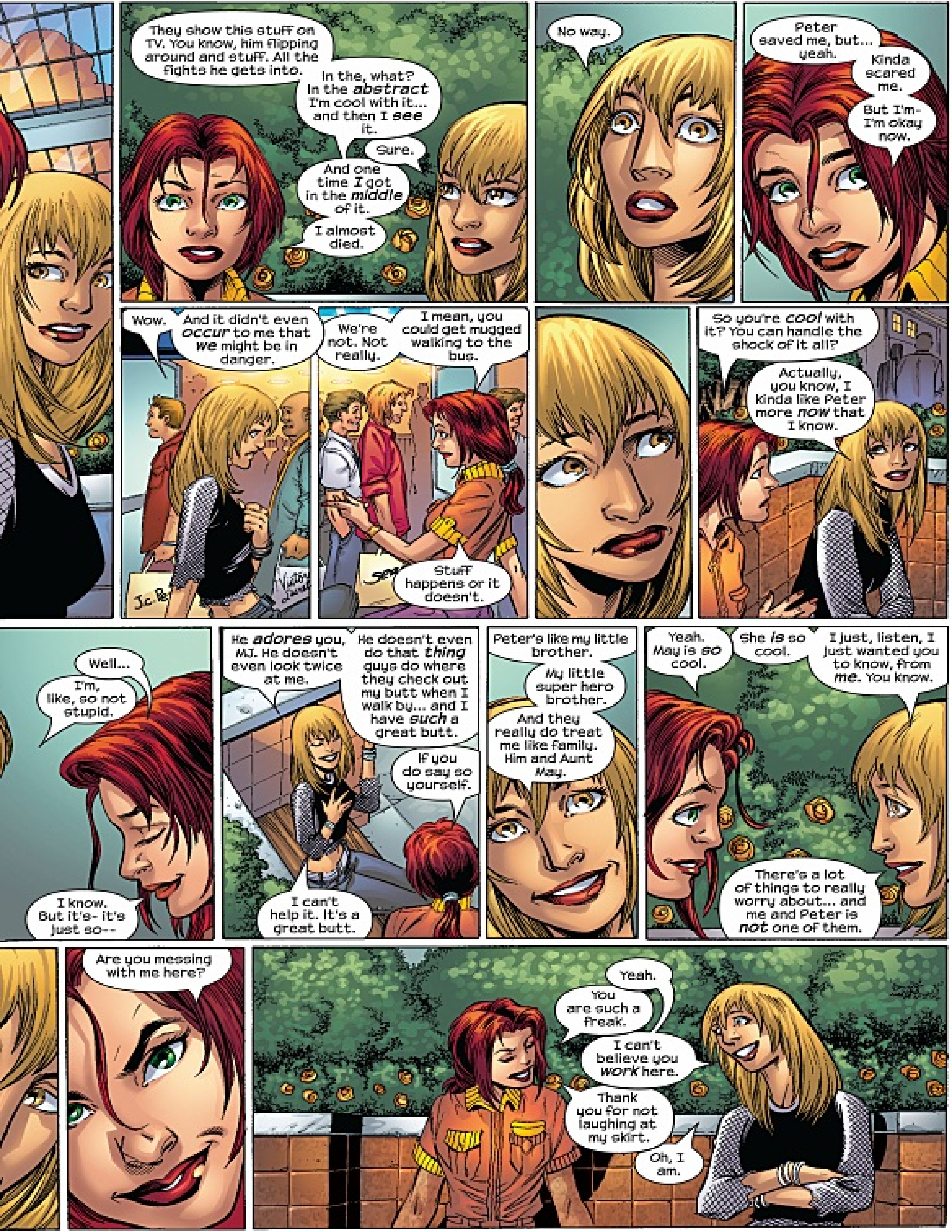

Empire State University Bio Labs
Uh, what the--?
Where is it...??
Oh my God...

Doctor Conners? It's Ben Reilly.
Did you take 'Little Ben"?
Because it's *gone!!*
No!
No. The thing- the incubator tank is open and it's- oh man.
We've been *robbed!*
Nononono... no, I'm not joking. What kind of a joke would--?
How could they get past all the locks and- what?
Industrial espionage? This is- this is scientific espionage.
No! I didn't tell anyone.
No one I know would even know what I was talking--
AAAIIEEEE!!
Oh my God...
Oh my God!! Oh my Gooooddd!!
What is that?
Good Lord!!
We shouldn't be here!
Somebody call the cops!
AAAGGGHHH!!
I can't- I can't- *NO!!*
What *happened?* What happened to him?

WILLI
E.S.U. SECURITY
AAAIEEE!!
Everyone back away from the body!!
What's-what's wrong with him?
Please, please step away. This is a--
Oh God!
What is wrong with him?
He's dead!! DEAD!!!
I don't understand--
What could have done something like this?

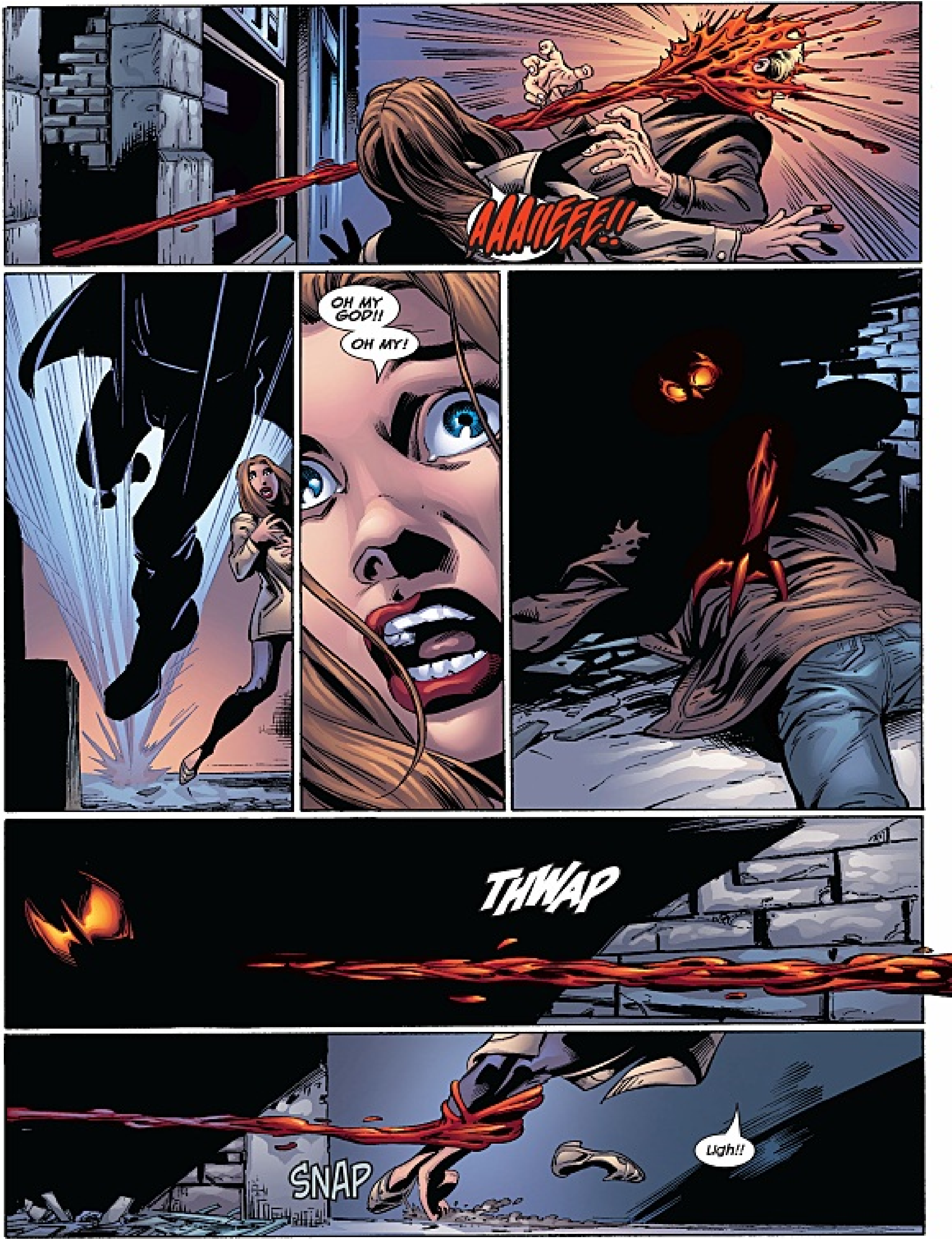

MALL FOOD COURT!
Queens Center Mall food court.
Lord... what is wrong with you people?
I'm thinking too much sugar?
Oh, hey, MJ.
Oh, my God. It's true.
Gwen Stacy is at the mall.
I thought I was *hallucinatin'*.
I need socks. Where else can you *get* socks? It's a conspiracy.
And, uh, what on earth are *you* dressed as exactly?
Uh, yeah, well, I'm the new fry-girl at "Big Easy Cajun."
Oh, I'm *so* sorry.
I need money.
My dad left my mom, as you know, and so goes my allowance. So I got a job.
Good for you, I guess.
Well, keeps me busy while Peter is out, you know.
Yeah sure...
You get *worried* about him?
Sometimes it's a little nerve-wracking. It's good to keep my mind off of it.
I didn't *used* to, but lately...
Hey, this is my dinner break. You wanna sit with me?
Oh, uh, sure, yeah...
Okay...
If you want...
No, yeah. Sure.

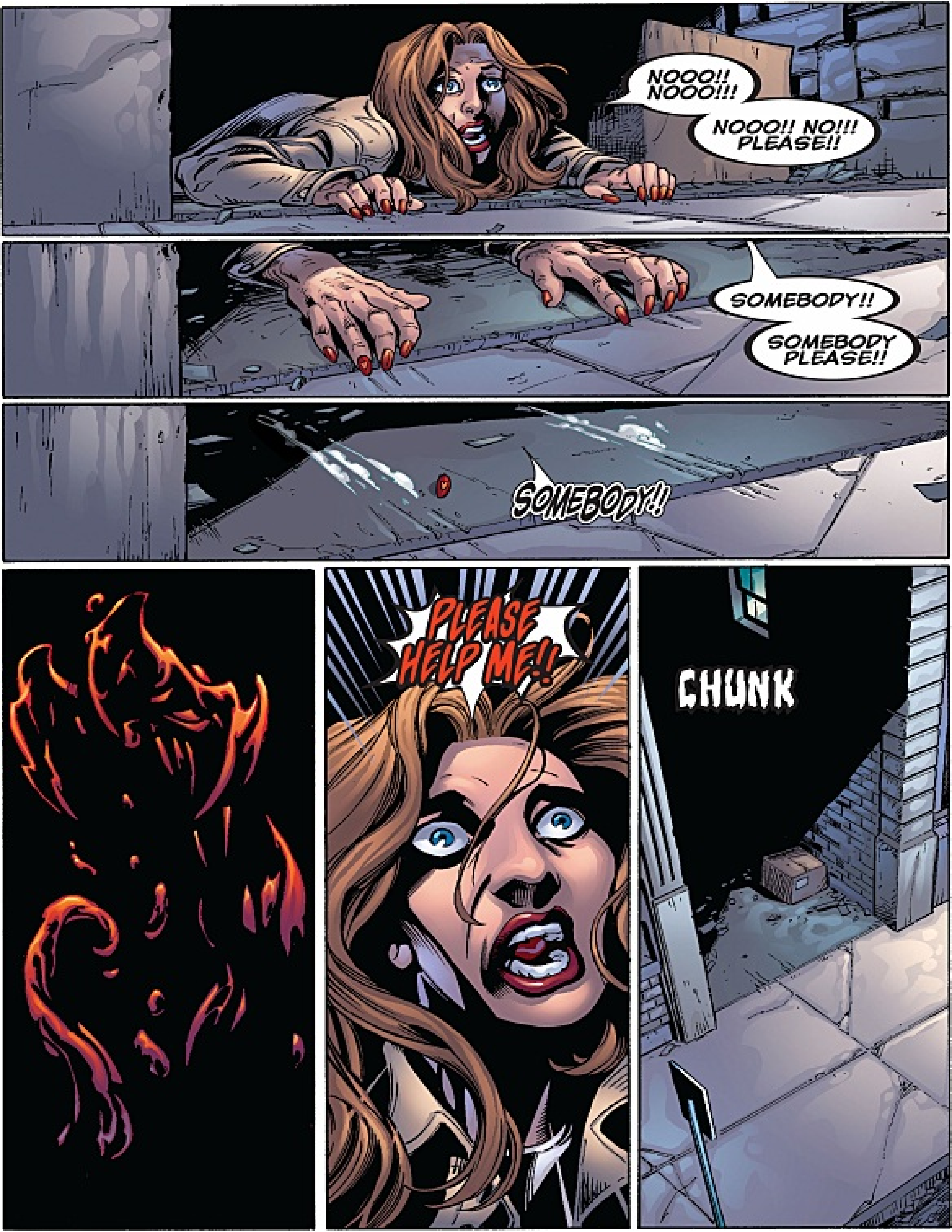

That was weird just then when I brought up our Mr. Peter Parker.
You and I haven't talked since you found out the big secret.
Yeah.
It's cool you know though...
Yeah?
I haven't had anyone to talk to about it, you know?
It didn't even dawn on me that you worried about him when he does that.
Not "like" like.
No, I know.
No, you don't.
Please...
I know that there's been some tension between you two because of me living in his house.
No.
Uh-huh. Please.
Okay.
I don't even know if I like boys.



They show this stuff on TV. You know, him flipping around and stuff. All the fights he gets into.
In the, what? In the *abstract* I'm cool with it... and then I *see* it.
Sure.
And one time *I* got in the *middle* of it.
I almost died.
No way.
Peter saved me, but... yeah.
Kinda scared me.
But I'm- I'm okay now.
Wow.
And it didn't even *occur* to me that *we* might be in danger.
We're not. Not really.
I mean, you could get mugged walking to the bus.
Stuff happens or it doesn't.
So you're *cool* with it? You can handle the shock of it all?
Actually, you know, I kinda like Peter more *now* that I know.
Well...
I'm, like, so not stupid.
I know. But it's- it's just so--
He *adores* you, MJ. He doesn't even look twice at me.
He doesn't even do that *thing* guys do where they check out my butt when I walk by... and I have *such* a great butt.
If you do say so yourself.
I can't help it. It's a great butt.
Peter's like my little brother.
My little super hero brother.
And they really do treat me like family. Him and Aunt May.
Yeah. May is *so* cool.
She *is* so cool.
I just, listen, I just wanted you to know, from *me*. You know.
There's a lot of things to really worry about... and me and Peter is *not* one of them.
Are you messing with me here?
Yeah.
You are such a freak.
I can't believe you *work* here.
Thank you for not laughing at my skirt.
Oh, I am.

You thought I was going to *break up* with you because I didn't like the movie?
Well, you just seemed so angry.
Lewis, that's-that's just so *stupid* I can't even--
Like, now. You seem very angry about everything and--
It's just so *stupid.* Lord, did your mother do a number on you...
My mother is a complicated woman and you shouldn't--
Agh!
Oh my--!!
What *is* that?
What *is* that?
Is that a kid?
It looks hurt.
Should we help it?
Uh, no.
No? We should help-hello?
We'll call the cops.
Hello? Little boy? Are you hurt?
We should--
What *is* that?


AAAIIEEE!!
OH MY GOD!!
OH MY!
THWAP
SNAP
Ugh!!


NOOO!! NOOO!!!
NOOO!! NO!!! PLEASE!!
SOMEBODY!!
SOMEBODY PLEASE!!
SOMEBODY!!
PLEASE HELP ME!!
CHUNK

People, people, people...
Stand back and let the professionals do their job.
Please.
CRIME SCENE DO NOT CROSS
I just don't understand why you called the media.
We didn't call them, Dean. They call themselves.
We're a business. This is *bad* for business.
Dean, I have a murder investigation here, I have to--
All I'm asking for is a little *discretion.*
Yeah, I got that.
Dean?
NYPD
Doctor Conners.
There was- a death.
What happened?
Who is this?
This is Doctor Curt Conners. He's on staff. This is the building his lab is--
And where were *you* this evening, Doctor?
NYPD

Captain?
Doctor?
I was- what? I was with my *son.*
And you could *prove* this?
Prove this? Yes. Yes. *My* ex-wife was with us.
Okay.
What happened?

RICH
PARKER

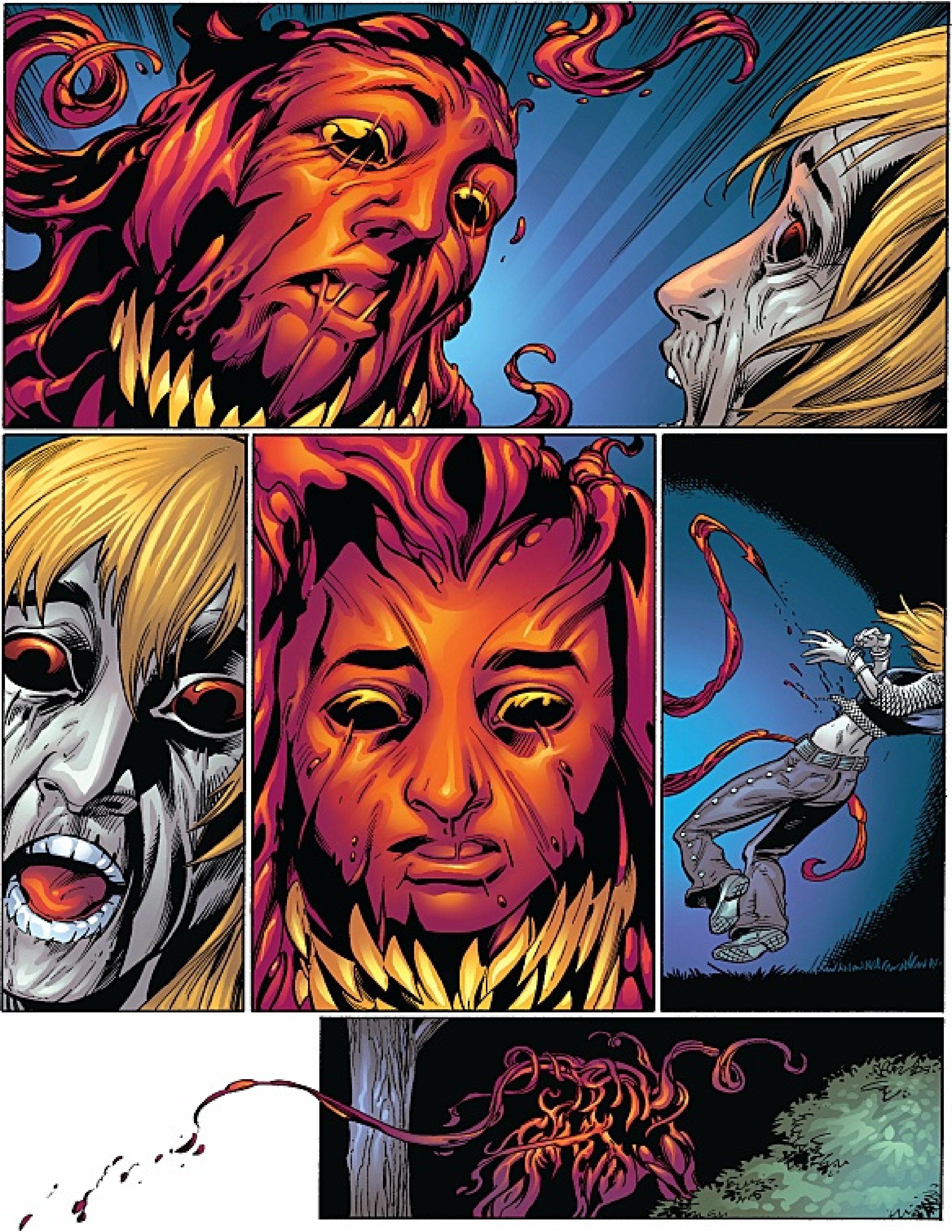
8th Grade-Mrs. Dar
English Compositi

PARKE

Ugh-
forgot my
key.
Idiot.
Hope
Peter's little
door is open
in back.
Man!
Come on!
CRUNKLE CRUNKLE
CREAK

Peter?
No...
AAGGHH!

Gkt!
SHUCK
Skt...



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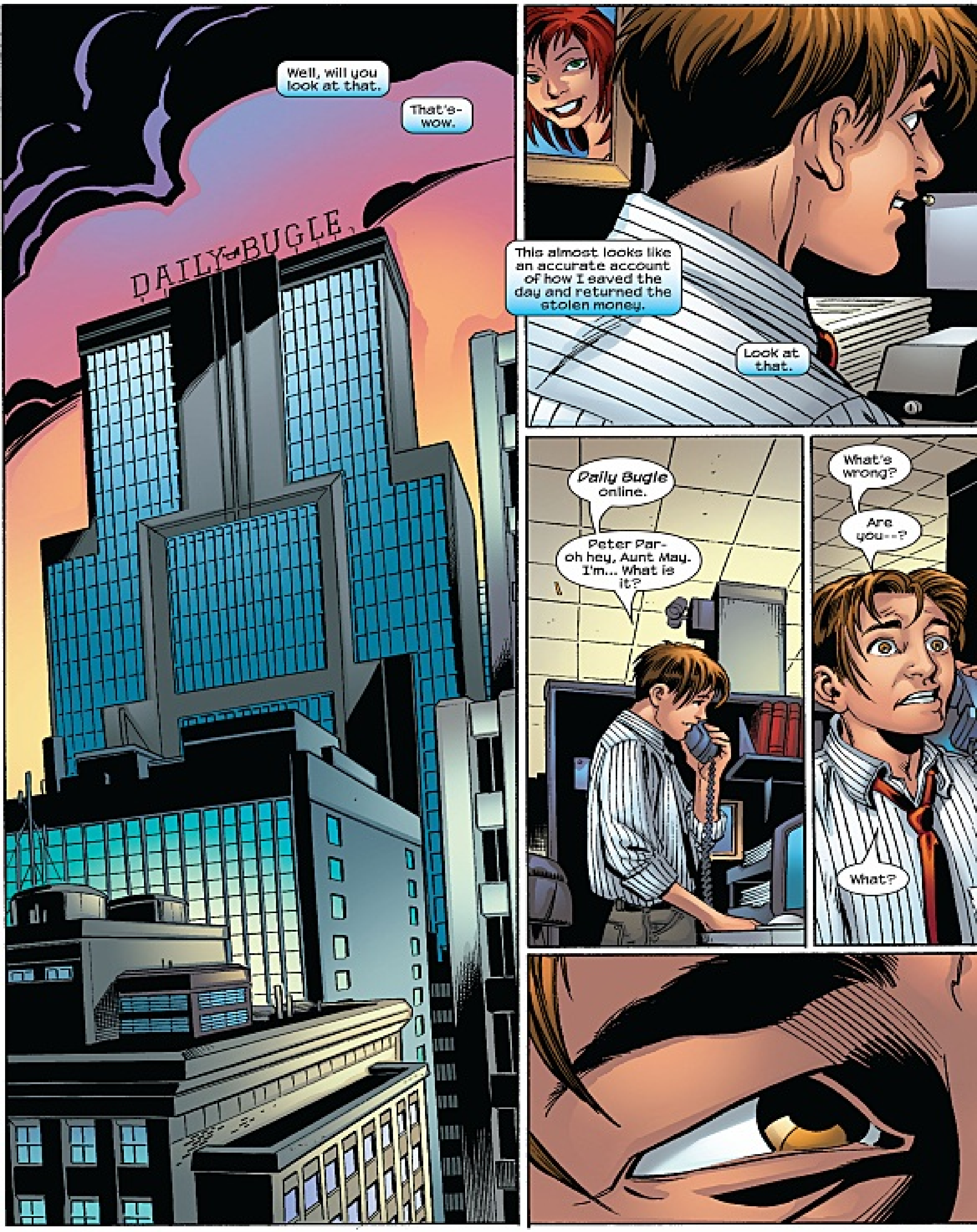
Kids!
I'm home!!
Peter!? Gwen!?
I know it's a little late for dinner but if you didn't eat yet I was going to make my spaghetti.
Peter?
Is he at work? I have to start writing his schedule down so that I--
Gwen??

Gwen??
Gwen??
Oh, no... no, Gwen...
Please...
Not again...



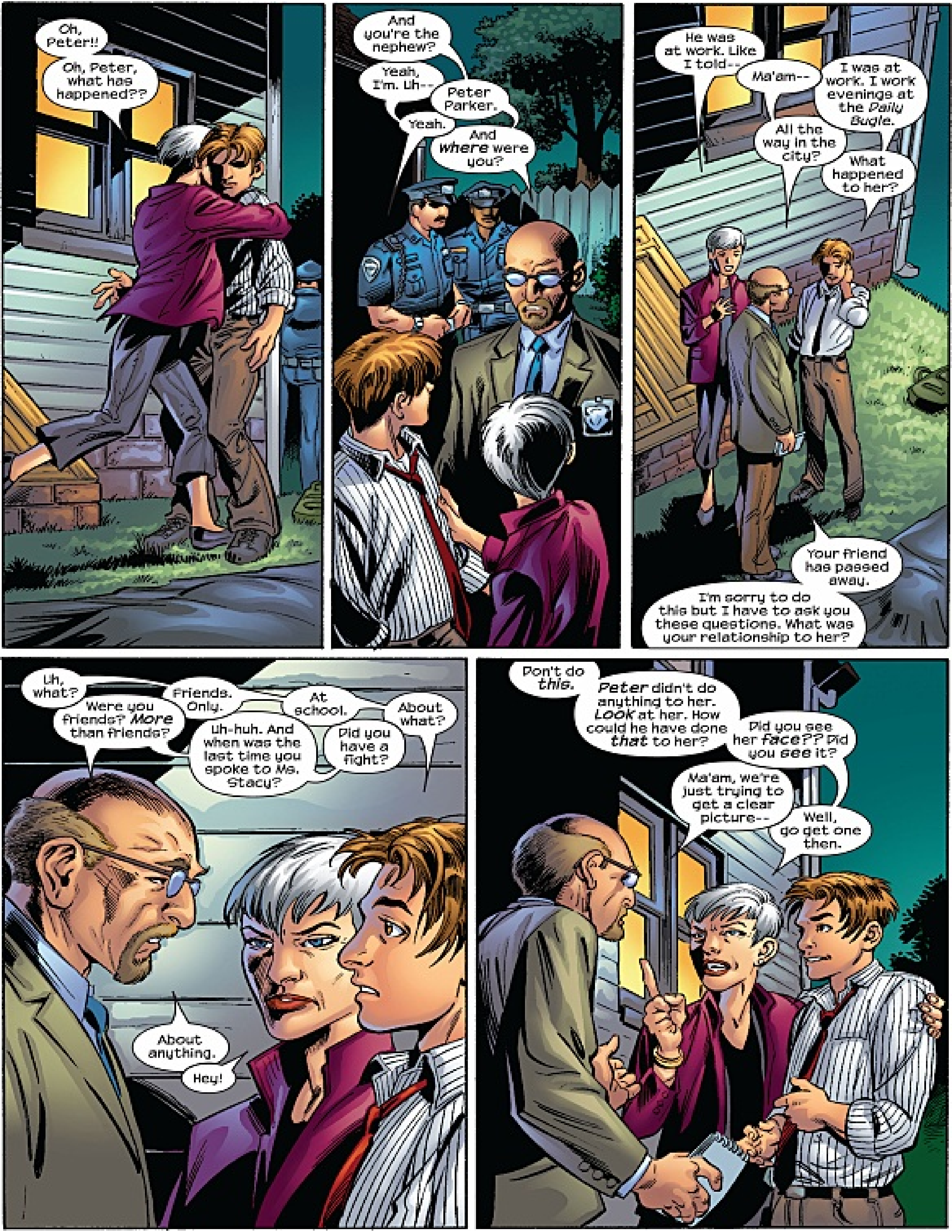
DAILY BUGLE
Well, will you look at that.
That's- wow.
This almost looks like an accurate account of how I saved the day and returned the stolen money.
Look at that.
Daily Bugle online.
Peter Par- oh hey, Aunt May. I'm... What is it?
What's wrong?
Are you--?
What?

Jameson said he was going to try and see the world in a new light--
--instead of just dumping all over my costumed alter ego's head for any reason he could find-and whadaya know--
DAILY BUGLE.com
SPIDER-MAN PUNISHES PUNISHER
Wow, people can change.
Who knew?
"Spider-Man" and "hero" in the same sentence. Finally.
This is my new Christmas. What day is it? Today is now officially Spider-Man Christmas.
And because it's Spider-Man Christmas I am going to go to the vending machines and treat myself to a big bag of corn chips, a Snickers bar and some pretzels and a Danish--
(Man, I gotta stop skipping lunch...)
BLEEE BLEEE

POLICE LINE - DO NOT CROSS

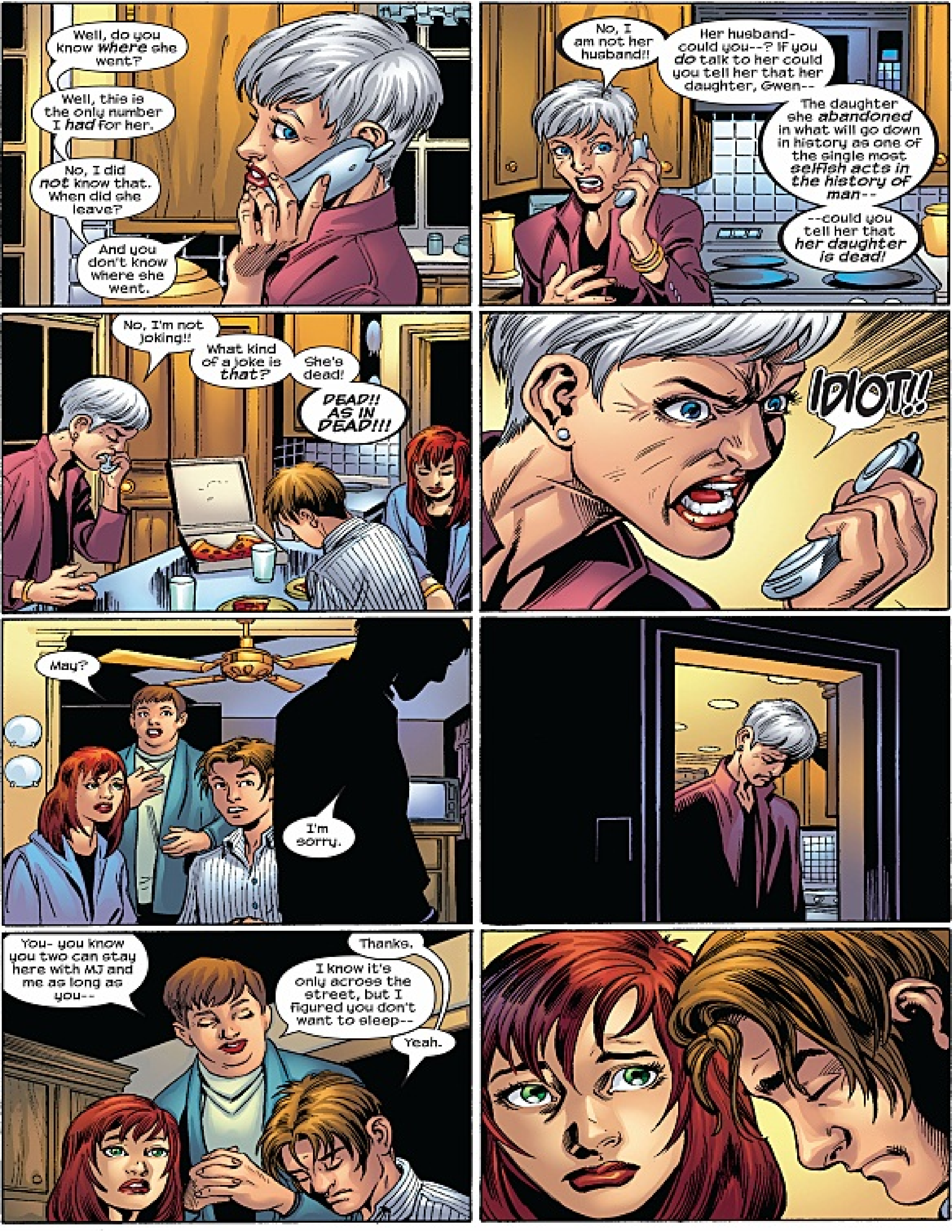
Neighbors saw nothing.
And no one heard anything.
Same thing as that one in Brooklyn.
Everyone has their TVs on, no one can hear anything.
I don't get it. This girl just lives here?
The Parker lady took her in- ma'am, how long has the deceased been living here?
About, um, about four months.
Gwen Stacy. Stacy? Wait- this ain't Captain Stacy's kid?
Yes. Yes, I told them that on the phone.

Oh, that's a shame.
After her father died--
Guy died in the line.
Tsk, yeah, I remember.
See, there was no forced entry.
Must have come up from the side.
And no one saw anything?
Were you friends of Captain Stacy, ma'am?
Yes. Sort of. We were- yes. We were. Gwen goes- went to the same school as my nephew.
And you took her in?
She had nowhere else to go.
Could someone please, *please* tell me what--
PETER!!



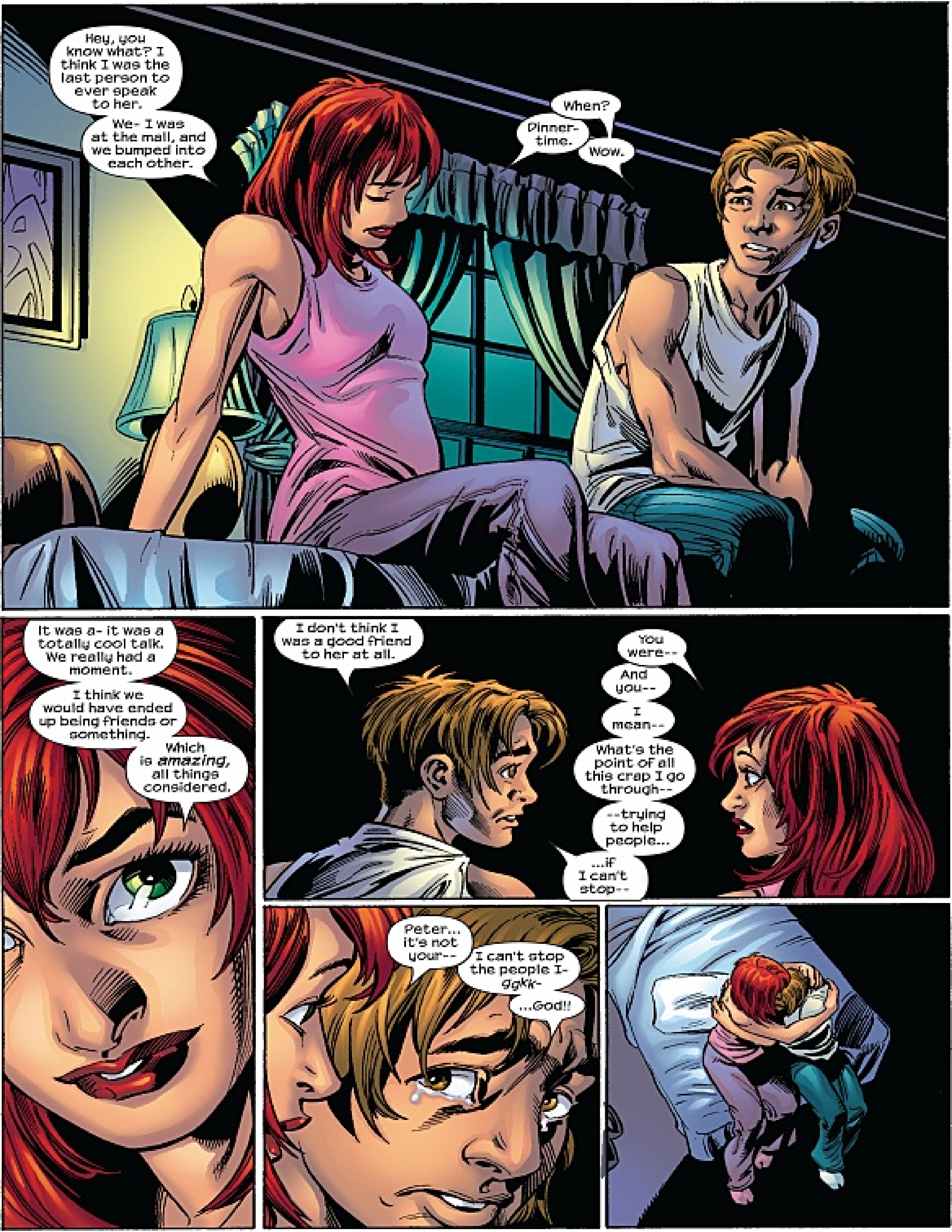
Oh, Peter!!
Oh, Peter, what has happened??
And you're the nephew?
Yeah, I'm. Uh--
Peter Parker.
Yeah.
And *where* were you?
He was at work. Like I told--
Ma'am--
I was at work. I work evenings at the *Daily Bugle*.
All the way in the city?
What happened to her?
Your friend has passed away.
I'm sorry to do this but I have to ask you these questions. What was your relationship to her?
Uh, what?
Were you friends? *More* than friends?
Friends. Only.
Uh-huh. And when was the last time you spoke to Ms. Stacy?
At school.
Did you have a fight?
About what?
About anything.
Hey!
Don't do *this*.
Peter didn't do anything to her. *Look* at her. How could he have done *that* to her?
Did you see her *face*?? Did you *see* it?
Ma'am, we're just trying to get a clear picture--
Well, go get one then.

Hi, I'm Captain Jeanne De Wolfe from Precinct Nine.
Yeah- We met before. At that dinner.
Oh yeah.
What can I do you for, Captain?
I got a call in on your case.
We had another just like it today. Same everything. I wanted to get a peek at yours.
Where was yours?
Empire State University. Same exact thing. Security guard at the labs. I called Disease Control.
I did too.
Ended up all mummy. Yeah. Same puncture wounds in the chest and legs. Look at that.
Manhattan had two more. Same thing.
Could be a mutant.
Like those poor people in that town.
That wasn't a mutant.
Not what it said online.
It's a virus.
Yeah- but the impact wound...
Looks pretty vampiric, if you ask me.
Vampiric?
Uh, can I go inside?
Of course you can, sweetie.
Actually we would prefer--
Go inside, Peter.
Boy shouldn't have to *see* something like this. He's just a boy. Don't you remember when *you* were a boy?



Well, do you know *where* she went?
Well, this is the only number I *had* for her.
No, I did *not* know that. When did she leave?
And you don't know where she went.
No, I am not her husband!!
Her husband-could you--? If you *do* talk to her could you tell her that her daughter, Gwen--
The daughter she *abandoned* in what will go down in history as one of the single most *selfish acts in the history of man*--
--could you tell her that *her daughter is dead!*
No, I'm not joking!!
What kind of a joke is *that?*
She's dead!
DEAD!! AS IN DEAD!!!
IDIOT!!
May?
I'm sorry.
You- you know you two can stay here with MJ and me as long as you--
Thanks.
I know it's only across the street, but I figured you don't want to sleep--
Yeah.

Hey, here's another pillow.
Thanks.
I stashed your costume and stuff in my cubby closet.
It's under a thing with another thing on top of it. No one will find it.
Thanks.
I wish you could just sleep with me in *my* room.
Yeah.
It's so lame.
Yeah.
Do you know who did this?
No.
I mean--
If I did--
No, I mean, was this because of, you know- is it Spider-Man related?
Honestly, I don't know.
Are you *mad* at me?
Oh, no. No. No I'm just--
I don't know what's wrong with me.
I love you.
I love you, too.
Why did this happen?
I don't know, sweetie.


Hey, you know what? I think I was the last person to ever speak to her.
We- I was at the mall, and we bumped into each other.
When?
Dinner-time.
Wow.
It was a- it was a totally cool talk. We really had a moment.
I think we would have ended up being friends or something.
Which is *amazing,* all things considered.
I don't think I was a good friend to her at all.
You were--
And you--
I mean--
What's the point of all this crap I go through--
--trying to help people...
...if I can't stop--
Peter... it's not your--
I can't stop the people I-
ggkk-
...God!!

Ended up all mummy. Yeah.
Same puncture wounds in the chest and legs. Look at that.
We got a call- Manhattan had two more. Same thing.
N.Y.P.D
Could be a mutant.
Vampiric?
Vampire?
Looks pretty vampiric if you ask me.
Empire State University. Same exact thing.
Security guard at the labs.
N.Y.P.D.

PARKER!!
I WANT PARKER!!
WHERE IS HE!!??
Empire State?

Conners...
Peter?
DO NOT CROSS - POLICE LINE - DO
There you--
MONSTER!!
POK

Oof!!!
What did you do? Huh?
Aaggh!!
What did you do to my life??
SPAK
Peter, stop!
Agh!
You killed her, you animal!! You killed a girl!!
What did you do to yourself this time? You come back for me??
No!
You think I am going to let you live after what you did here!!
Peter!! Stop! Stop!
I didn't kill anyone!! I don't even know what you're talking about!!
What are you doing here, in Queens, in the middle of the night??
Why are you here?
Listen, listen!! Okay??
There was an-an accident at the lab. There was--
What did you do?

We- we inadvertently created a rejuvenating organism and it disappeared.
A rejuvenating organism? You created an organism?
We- we spliced together some DNA strands for experimentation- just listen--
We did about forty different genetic equations. Just splicing.
Some cut-and-paste experiments.
One- one of the experiments we took your DNA, and- and some of mine to see if my codes would learn from yours--
You see? I was trying to see if your DNA had--
What did *you* do??!!
They weren't working!!
So we dug up some of your father's notes and--
What?
All *of* your father's work was in cellular reconstruction.
We spliced them to see if the healing--
You stole my father's work?
No. I had it from before. I thought the--
SHUT UP!
Just- just shut up...

All that garbage you told me about morals and responsibility.
You go out of your way to ask me for my permission to work on my DNA...
I say yes...
And then you go and do something like *this*?
What is the *matter* with you??
You don't understand, we are *so* close.
The organism started gestating itself. It was- it didn't need a womb. Can you imagine?
It was growing. Self-replicating--
And it escaped!!
And it *killed people!!*
IT KILLED GWEN!! IT CAME HERE AND KILLED!!
I- I was calling to tell you what happened.
I was calling to *warn* you or- or- or to ask for help- but you didn't answer.
So I came here to make sure you were okay--
I don't understand. Who died? What happened?
You mixed my genetically altered DNA with your genetically altered DNA using my father's stolen work.
To see what would happen.
RUSSLE RUSSLE
That is the most disgusting thing I could ever imagine...
RUSSLE RUSSLE
RUSSLE RUSSLE

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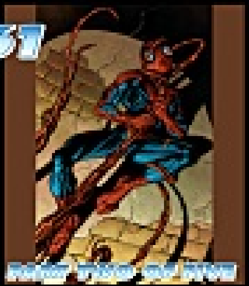
Peter has just confronted Dr. Curt Conners outside Parker's home. Conners admitted that it was his splicing of Peter's DNA with Conners' own that created the crimson creature who slew Gwen Stacy and now stands before them...

#60

PART ONE OF FIVE

#61



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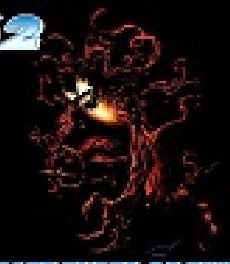
#62



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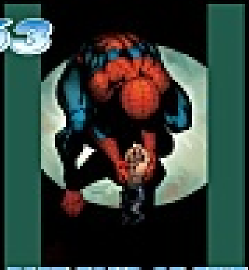
#63



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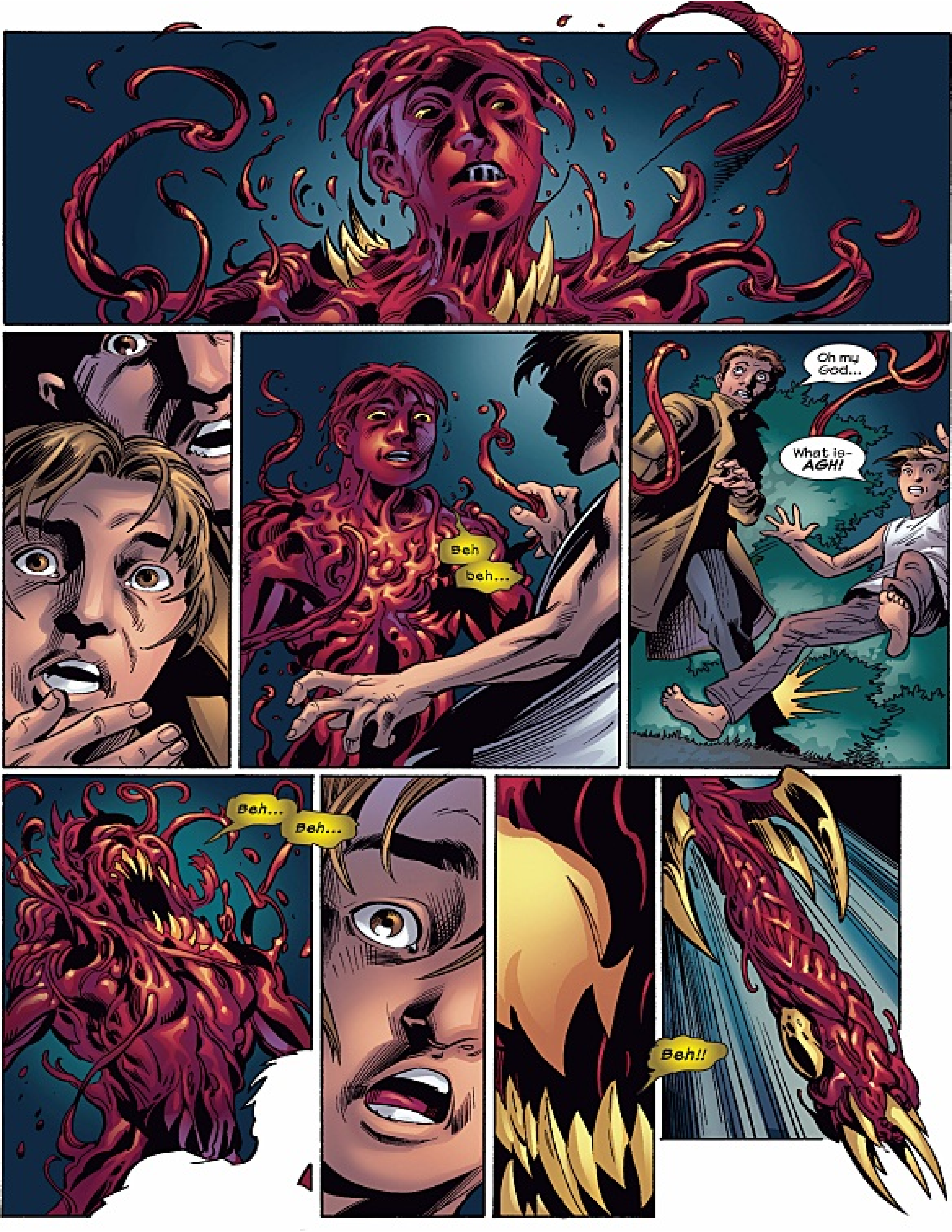
Conners?
What--
Have--
You--
Done?
I--
What does it *do?*
Peter, I--
What does it *DO??*
I-I don't- what?
Do! What does it *do?* How is it *killing people?*
I've- I don't know- the last time I saw it- it was the size of a gerbil.
I-I don't even know what we're *looking* at.


Beh
beh...
Oh my God...
What is-
AGH!
Beh...
Beh...
Beh!!

AGH!
CHUCK
NO!
FUMP
GEEFF!
Oh my God! Oh my God!
Conners!
AGH!
Oh my--
Can you destroy this?
Get back to your lab! Get in your car and back to your lab.
I will meet you there with this thing and you better have a way to *kill it!*
Because if you don't- I'm throwing it in the room with you and *locking the door!!*

GO!!
Come here, you.
Beh!
DURR!
Hey!! Shut the #*% up!
It's four in the morning!!
SCREEEEEEEEEEEE

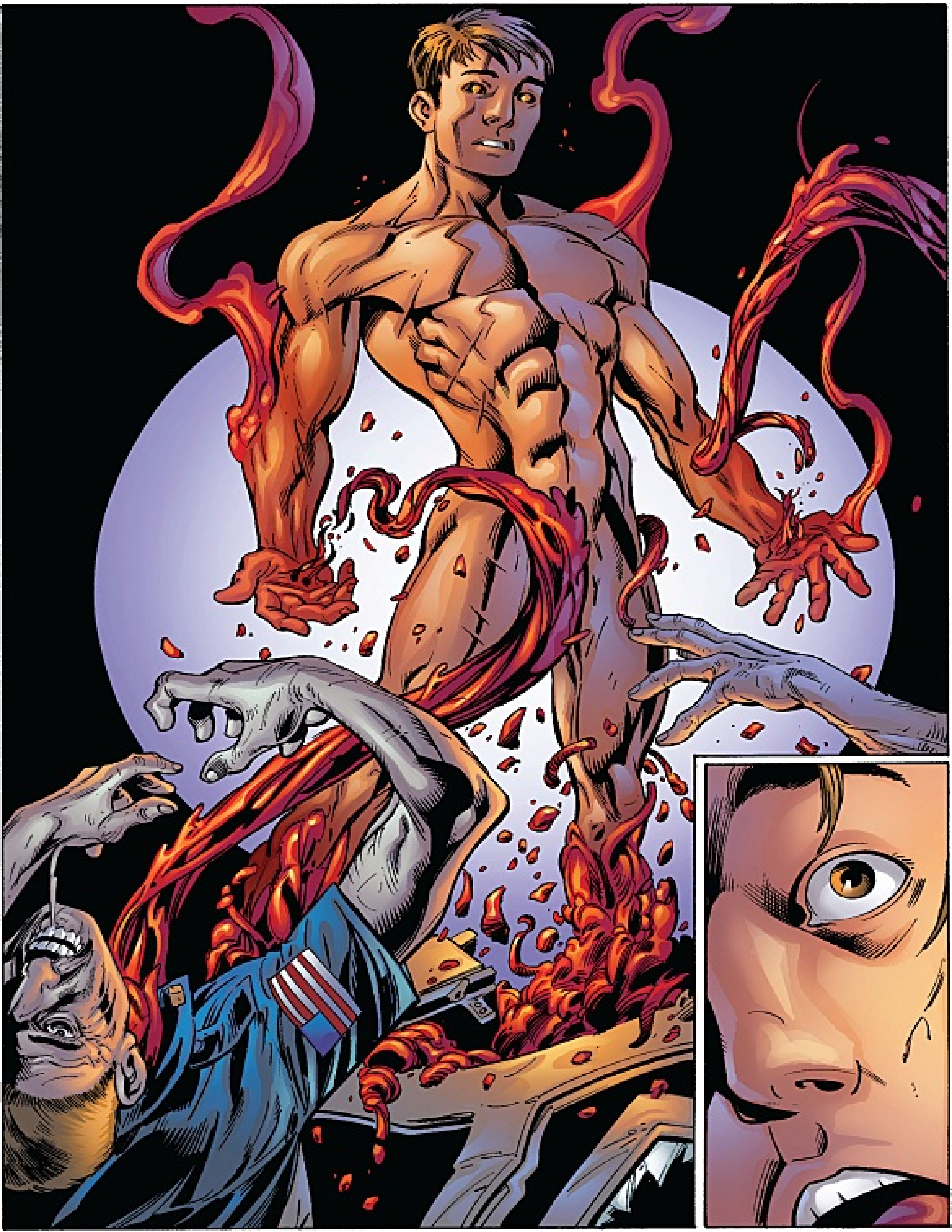
Four o'clock in the morning!!
I am so tired I don't even know my name. My body is screaming for *sleep*.
And any way you slice this, it's all my fault.
I *told* Conners he could do this.
(*Ah!* Gotta keep this thing moving.)
Conners *specifically* asked me if he could poke around with my DNA and I- said- *yes!!*
I trusted him and I said yes.
I! Me! I said yes.
So, *whose* fault is this?
And now this is my-*aaggh!*
Stop it!
And now this is my life.
WHUMP
Ow!
I don't want this.
Not one part of it.
Bad guys I can fight.
Greedy? Homicidal? Just plain *mean*? Good and fine.
Bad people? Yeah. That I can do.
Mutated clones *of myself*?
Clone monsters that are killing people?

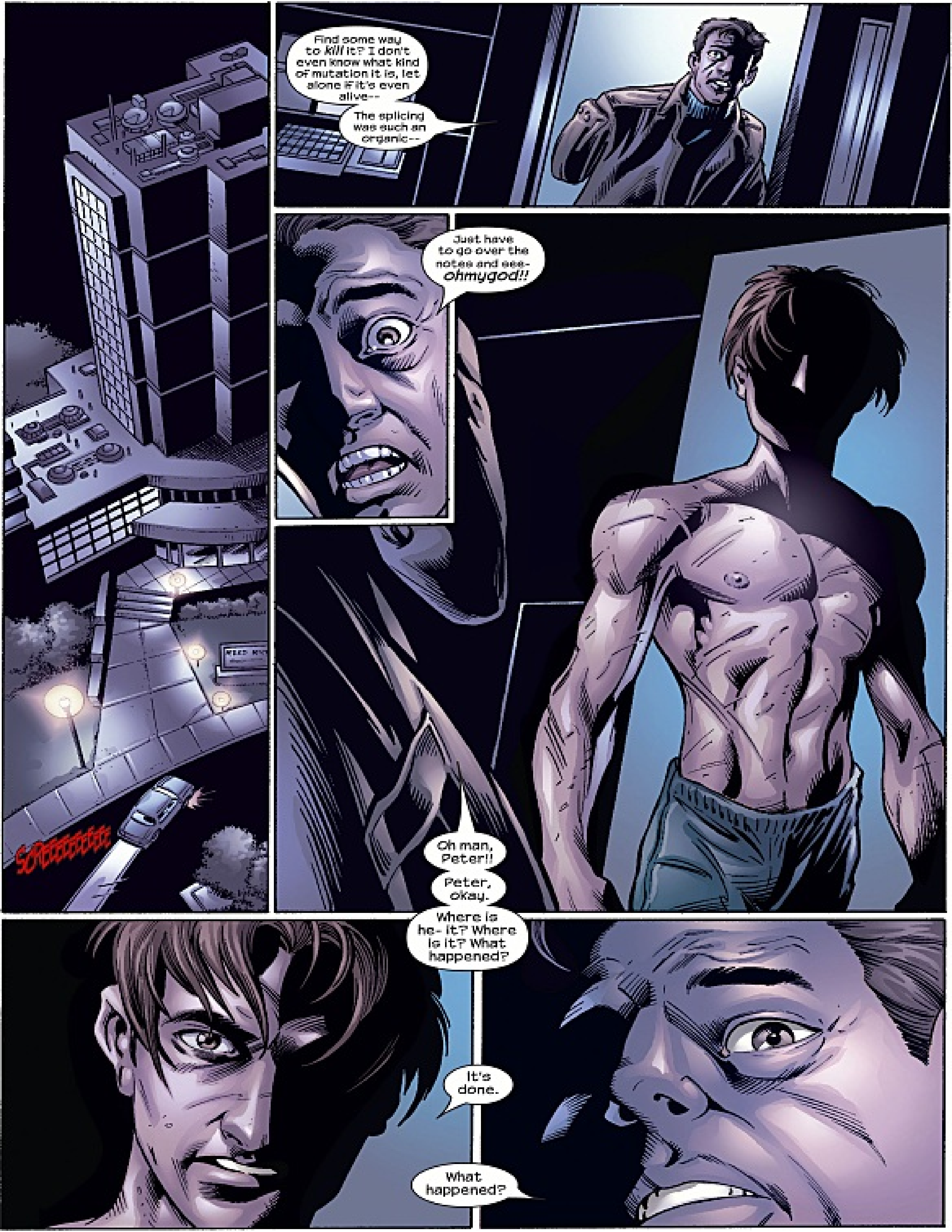
This is what it has come to?
This is what Spider-Man has brought to the world?
A *thing!*
With my *face* on it!
KILLING PEOPLE!!
With great power must also come great responsibility?
I have failed.
I have totally fa- wait- what's wrong with it?
What's it *doing?*
Great!
Now I have to chase it in my underwear.
Oh, no...

This is why you gotta love the second shift.
It's why *you* love the second shift.
You *cannot* get fresher. They are still cracking. The frosting is still wet.
You are a caricature of a caricature.
DIPPIN' DONUTS
SMASH
Holy--
What is--
FUMP
SMASH

SCREEEEEEEEEEEE
DAILY BUGLE
CRASH
FUMP

What is this?
Call in For--
BAM
BAM
BAM BAM BAM
BAM
AGH!
FUMP
NYPD





SCREEEEEEEEE
Find some way to *kill* it? I don't even know what kind of mutation it is, let alone if it's even alive--
The splicing was such an organic--
Just have to go over the notes and see-*ohmygod!!*
Oh man, Peter!!
Peter, okay.
Where is he- it? Where is it? What happened?
It's done.
What happened?

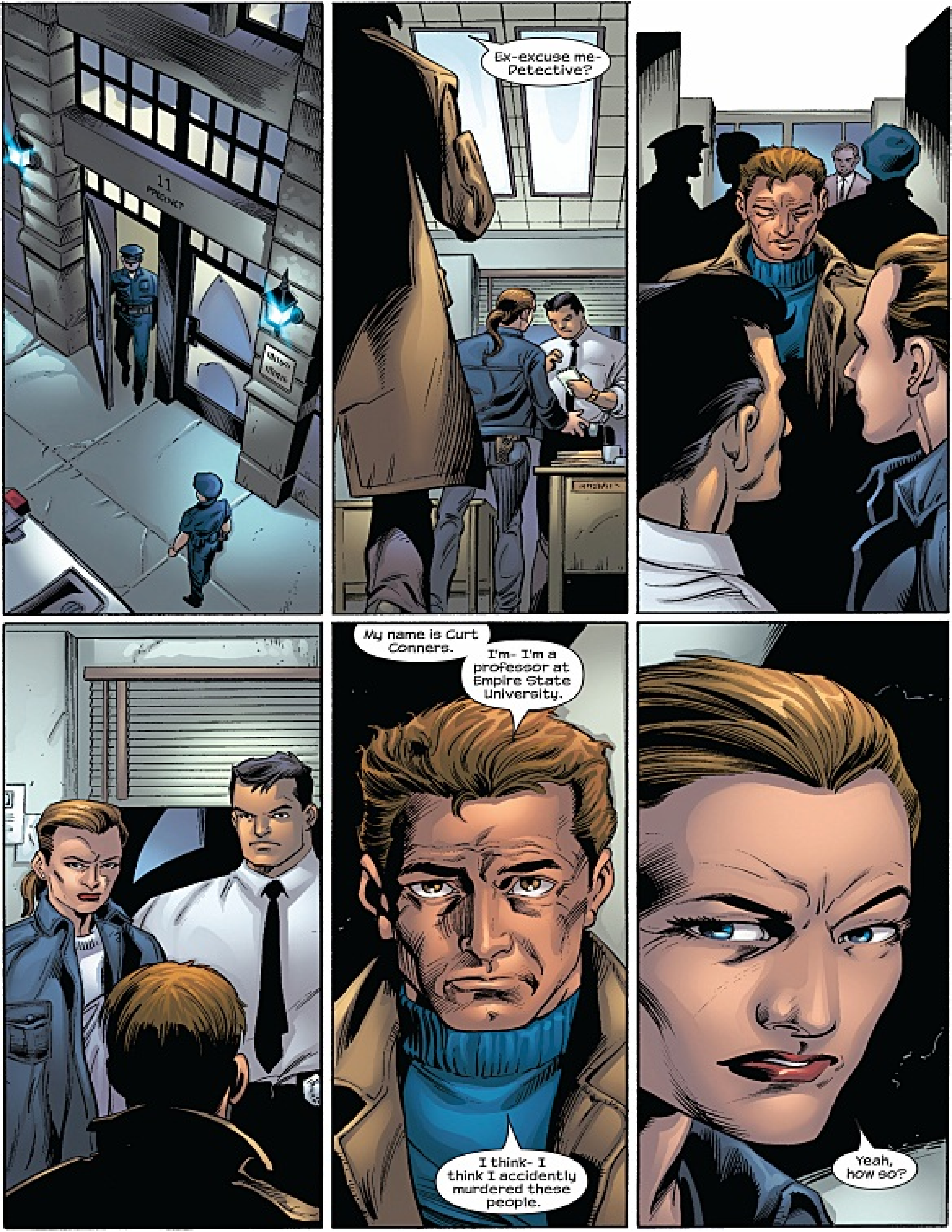
"What happened?"
"It grew.
"It formed.
"It grew itself into something that I knew meant it was either me or it.
SMACK
"It was either me...or it.
"It wanted *me!*
"And it was only then and there that I understood why.
"I understood it needed *me* to live.
AAGGRRH!
SMACK
"It looked like it needed to constantly *rebuild* its damaged DNA matrix by-by *feeding* off people.
"I think it needed me in particular because we share DNA. That's why it was at my house.
"I don't know if it *knew* that's why it was coming at me or not--
AARRGHH!!
SMASH
"--but when it was completely formed, that's when I saw what you had created.
"At first I thought it was a damaged version of myself I was fighting.
"But no--it wasn't.
"I saw its face.

"It was my father."
Wh-what did you do?
EPEUE

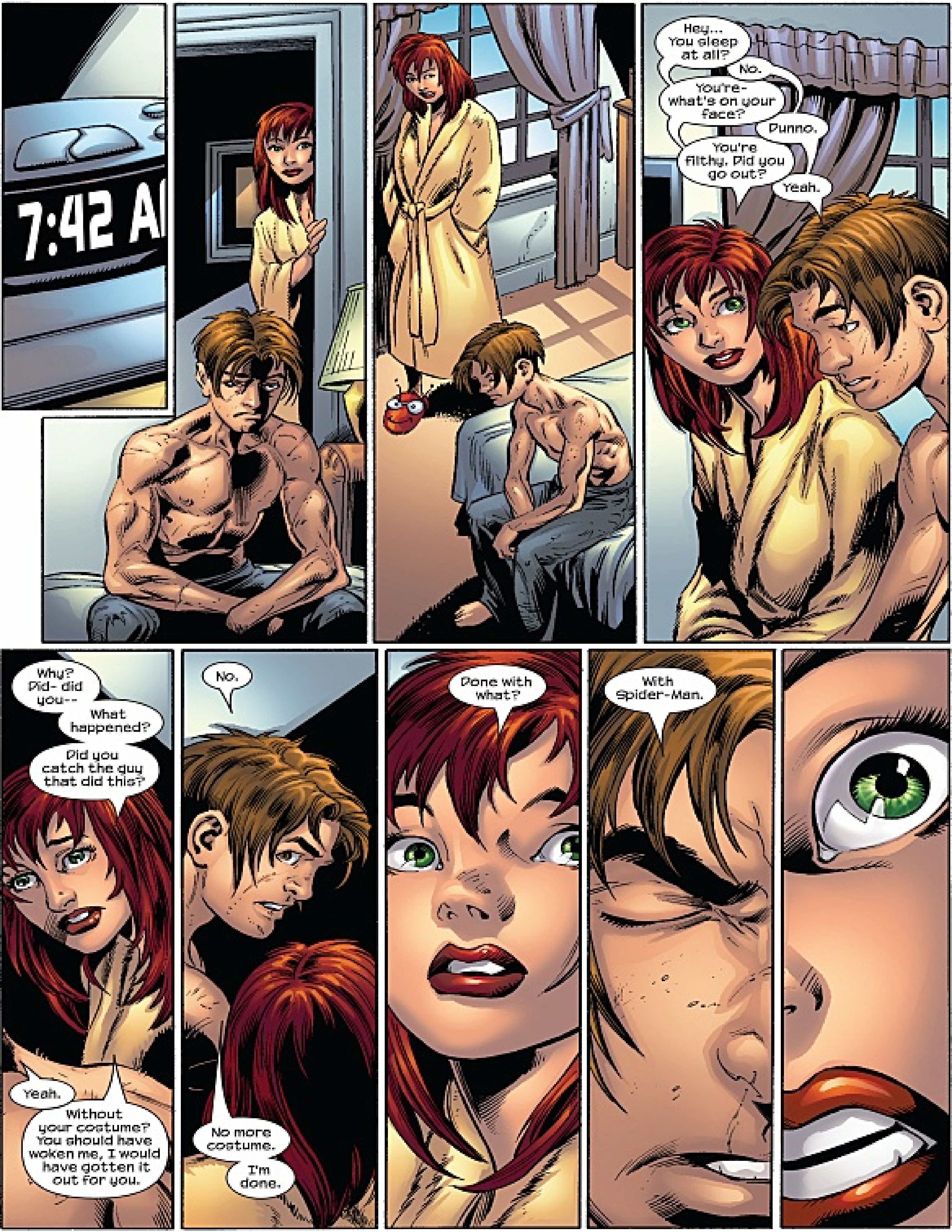
"I stopped thinking.
"I just did what I knew I had to do.
"Fact is, this thing wasn't alive.
"It was never alive and it was never going to be.
"It wasn't real.
"It was a mold. A spore.
"An airborne virus.
"It had no soul. No brain.
"You created it out of nothing and it was- it was nothing.

"It doesn't belong here."

Oh, Peter, I'm so sorry.
A boy your age shouldn't ever have to--
Sorry!!
SORRY?!
YOU MURDERED THOSE PEOPLE!! YOU DID THIS!!
YOU BROUGHT THIS INTO MY LIFE AND I TRUSTED YOU!!
YOU!!
KILLED!!
GWEN!!!
Peter, no!!
You killed Gwen...



Ex-excuse me-
Detective?
My name is Curt Conners.
I'm- I'm a professor at Empire State University.
I think- I think I accidently murdered these people.
Yeah, how so?


7:42 A
Hey... You sleep at all?
No.
You're- what's on your face?
Dunno.
You're filthy. Did you go out?
Yeah.
Why? Did- did you--
What happened?
Did you catch the guy that did this?
Yeah.
Without your costume? You should have woken me, I would have gotten it out for you.
No.
No more costume.
I'm done.
Done with what?
With Spider-Man.

No more.

REED RICHARDS SCIENCE CENTE
As Dean of Students, it's not really our responsibility to babysit our professors--
You see my point...
Many of our science professors are working on personal projects that the University--
So, you're saying you didn't know anything about the Conners experiment.
Clearly, this was--
Wh-what's going on?
Spider-Man.
What the guy said.
I never get to see the good stuff.
Who are you?
Ben, I-I--
You're the lab assistant.
Yeah, yes. What's going on?
Can I tell him?
Yeah, sure.
The experiment your professor was working on? That's what killed Smitty the guard.
Oh my God.
Where *is* Doctor Conners?
Doctor Conners is in our custody.
What's going to happen to him?
We're working on that.
NYPD
We're closing the lab.
Sorry to tell you- but you're out of a job.
Can- can I get my stuff? I have some stuff.
We're all done here.
Yeah, go ahead.

PARKER
Sample #2
Next Issue:
DETENTION

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The bite of a genetically altered spider granted high school student Peter Parker incredible, arachnid-like powers: strength, agility, a spider-like sixth sense warning him of personal danger, and most amazing of all-- Peter can walk on walls. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

PREVIOUSLY

ULTIMATE SPIDER-MAN

"DETENTION"

Peter barely escaped a grueling, dramatic and violent encounter with a childhood friend, Eddie Brock, who turned himself into the monstrosity known as VENOM.

Ten years ago, Peter and Eddie's fathers accidently invented Venom when they were seeking a biological cure for cancer.

Doctor Curt Conners, Eddie's college professor, in an attempt to regrow a missing limb using lizard DNA strands, accidently turned himself into a lizard creature. Spider-Man saved Conners and in return, Conners offered Peter Parker his trust and friendship.

After being hurt in battle, Peter Parker comes to Conners for medical help. Conners is left with Parker's miracle Spider-Man blood sample.

Conners contacts Peter and they meet. He asks Peter for permission to experiment on his blood sample in the interests of science. The result of that experimentation is now coming to light...

Gwen Stacy, high school student and houseguest of the Parkers, is dead. She was killed outside their Forest Hills home by a mysterious red monster that has also killed several other people throughout New York City.

Peter has just confronted Dr. Curt Conners outside Parker's home. Conners admitted that it was his splicing of Peter's DNA with Conners' own that created the crimson creature who slew Gwen Stacy and now stands before them...

Peter is able to defeat the monster by tossing it into an industrial smokestack. His revulsion at what the creature had done, coupled with his sense of helplessness to prevent it, caused the troubled teen to give up his alternate identity as Spider-Man.

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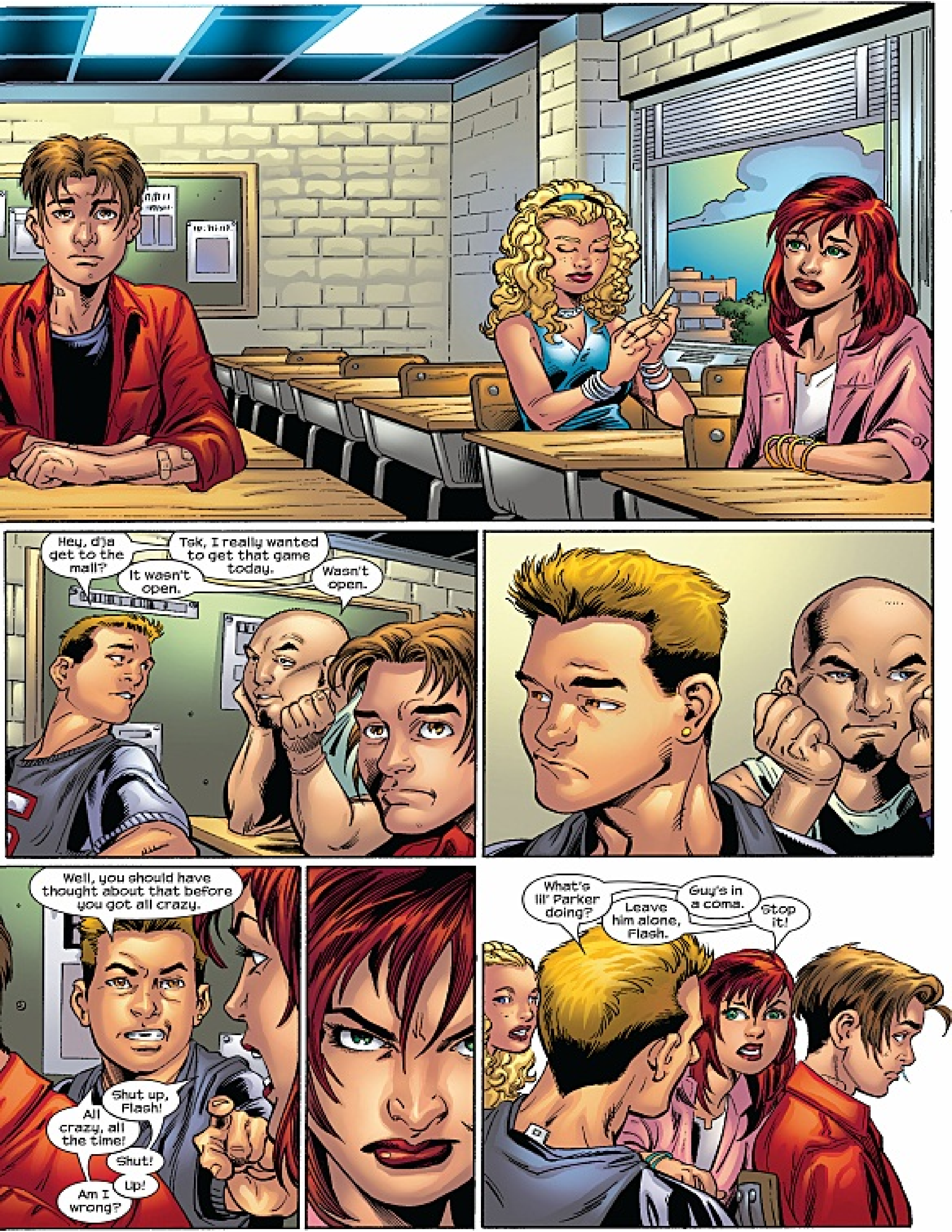
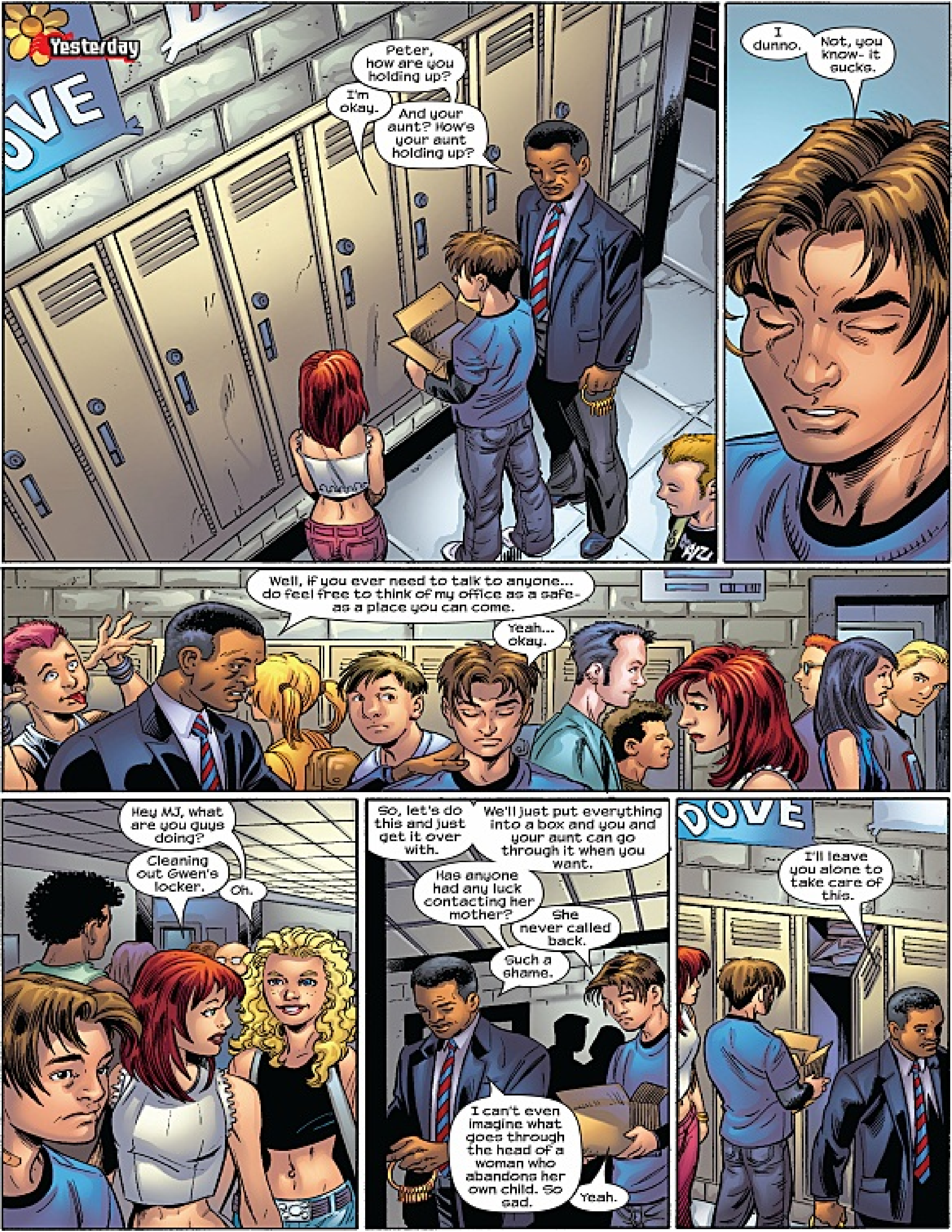
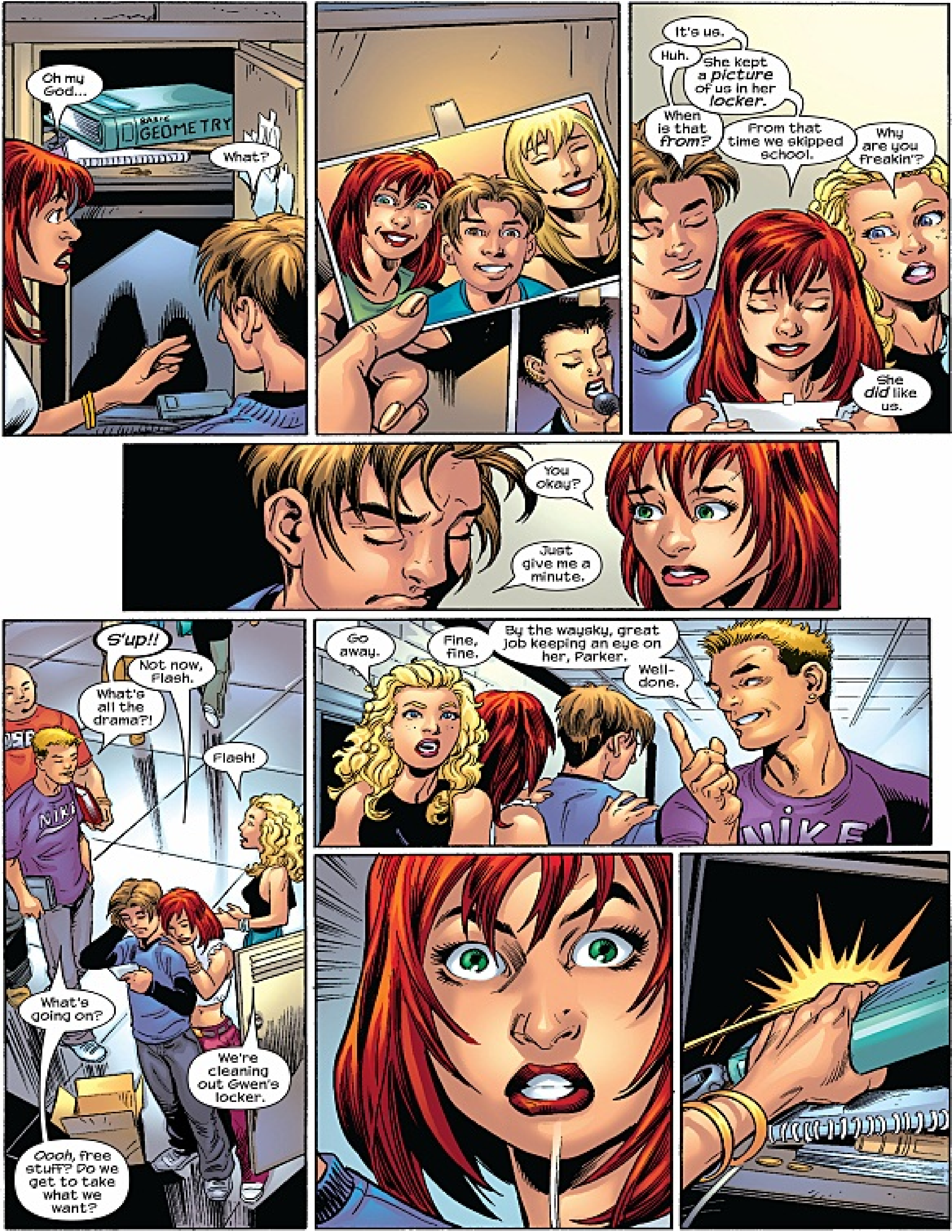
AGHHH!
How long do we have to sit here??!!
This sucks!!
All day.
That's why they call it Saturday detention and not super happy fun-time.
Sucks!
I can't believe I am missing work for this. I am so broke.
Me too.


Hey, d'ja get to the mall?
It wasn't open.
Tsk, I really wanted to get that game today.
Wasn't open.
Well, you should have thought about that before you got all crazy.
All crazy, all the time!
Shut up, Flash!
Am I wrong?
Shut!
Up!
What's lil' Parker doing?
Leave him alone, Flash.
Guy's in a coma.
Stop it!

I think he's dead too.
What the $%^& is wrong with you??
God!!
What?
Dude...
What??!!
You're deranged!!
What?
You're sick!!
You're the reason we're all stuck here all day!! You!!
And you still don't get it!!
We're stuck here because you're crazy.
You know what you did!
What I did?

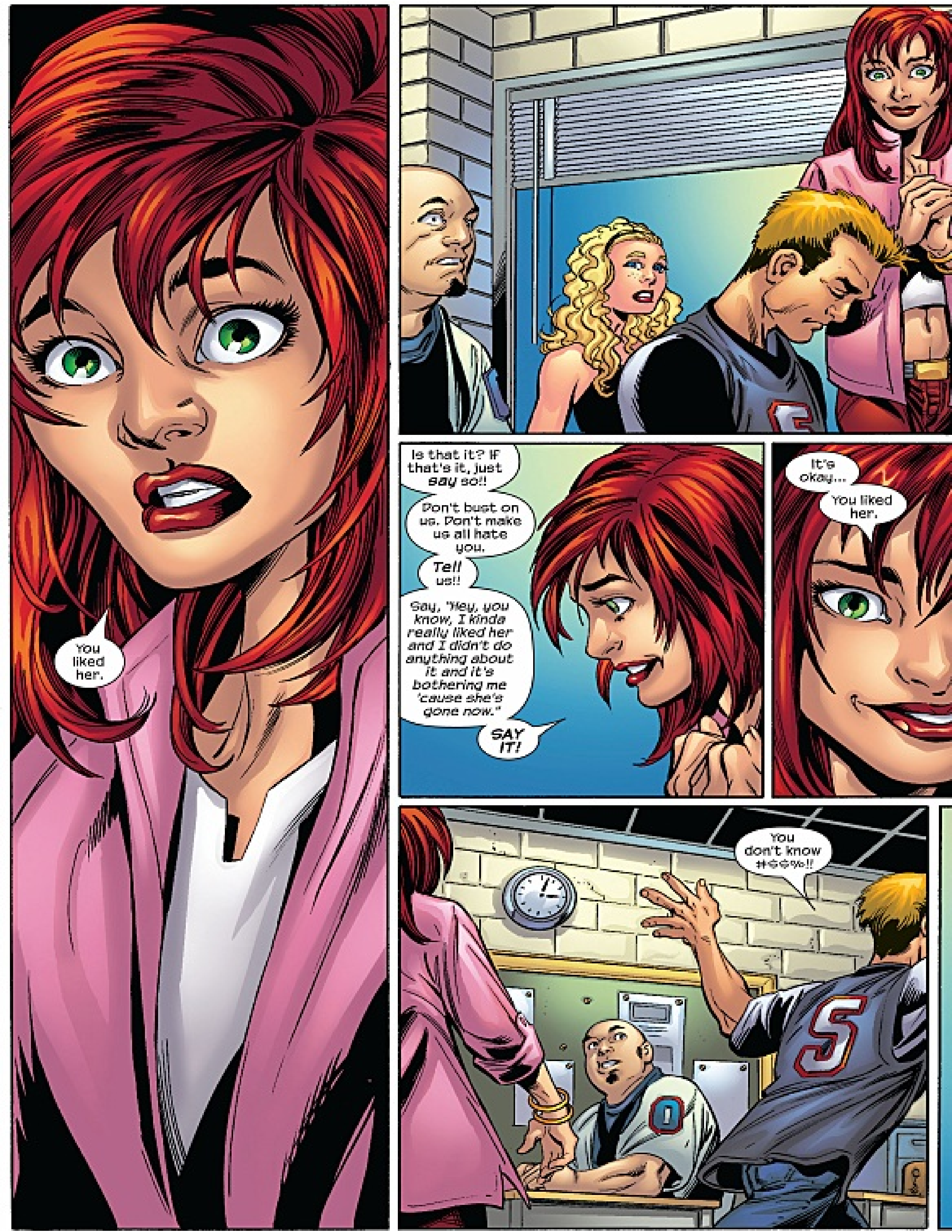

Yesterday
Peter, how are you holding up?
I'm okay.
And your aunt? How's your aunt holding up?
I dunno.
Not, you know- it sucks.
Well, if you ever need to talk to anyone... do feel free to think of my office as a safe- as a place you can come.
Yeah... okay.
Hey MJ, what are you guys doing?
Cleaning out Gwen's locker.
Oh.
So, let's do this and just get it over with.
We'll just put everything into a box and you and your aunt can go through it when you want.
Has anyone had any luck contacting her mother?
She never called back.
Such a shame.
I can't even imagine what goes through the head of a woman who abandons her own child. So sad.
Yeah.
I'll leave you alone to take care of this.


Oh my God...
What?
BASIC GEOMETRY
It's us.
Huh.
She kept a *picture* of us in her *locker.*
When is that *from?*
From that time we skipped school.
Why are you freakin'?
She *did* like us.
You okay?
Just give me a minute.
S'up!!
Not now, Flash.
What's all the drama?!
Flash!
What's going on?
We're cleaning out Gwen's locker.
Oooh, free stuff? Do we get to take what we want?
Go away.
Fine, fine.
By the waysky, great job keeping an eye on her, Parker.
Well-done.

TAKE IT BACK!!
WHUMP
AGH!
OOF!
Dude!
Take it back, Flash!!!
Get off me!
Take it--
MJ!
She's gone crazy!!
What is going on here?
Take it back!!
Hey!!
Stop it!!
Stop it, right now!!
BOK

CLANG
Your fault.
Shut up.

You know, I really don't understand how your brain works, Flash.
No.
I'm asking- seriously, none of your usual macho crap--
I'm asking you, human being to human being: Why do you *act* this way?
I mean, I know you act this way to, like, get at*ten*tion and stuff.
But, I mean, a girl *died.*
Someone you know... *died!*
She's dead.
Gwen's dead and you just keep busting on everyone like it's some big funny ha-ha.
I really want to know... *why* are you doing this?
You know what, *Mom?*
How about you pretend you know how to *not talk* for the rest of the day?
How about that?
No. Flash.
Fred...
I really want to know.
Why are you being so obnoxious to us about this? Why don't you care?


You liked her.
Is that it? If that's it, just *say* so!!
Don't bust on us. Don't make us all hate you.
Tell us!!
Say, "Hey, you know, I kinda really liked her and I didn't do anything about it and it's bothering me 'cause she's gone now."
SAY IT!
It's okay...
You liked her.
You don't know #$@%!!

That's- that's what you've been trying to tell Peter.
All those times you were trying to get Peter alone... to talk to him... and Peter wouldn't listen to you because you're usually such a pudwad.
You kept asking to talk to him.
You were going to tell him that you liked Gwen.
You were going to ask for advice or ask him to tell her.
Shut your face!
And I said SHUT UP!
CLUNK

Three hours later.
Guess he ain't coming back.
Good.
I didn't mean for him to wig out.
I thought we were going to have, like, a moment... or something.
I thought I actually got through to him.
Listen, he's-- he's not a *bad* guy.
He's just, I don't know, loud.
He's not a bad guy.
Yes, he is.
He speaks.
Dude, you and him just need to, like, sit down and--
Kong, I've known Flash Thompson since I was seven years old.
And I've met a lot of bad people...
He *is* a bad person.

Sure, now he's just--
He's just "one of those guys" who likes to bust on everyone.
Takes his shots, gives a wedgie, dumps a bucket of something on someone... and everyone laughs.
Just jokes, right?
He gets to say and do whatever he wants because he has a basketball jacket and a nice haircut...
Because, really, in this world... I guess all you need is a nice haircut.
But here's the thing...
He's going to grow up.
He's going to become a man.
And because you have rewarded him for his behavior year after year after year...
Because his parents don't seem to care...
Because all he knows now is that it's okay to act this way, to treat people like this...
...he's going to grow up to be a full-grown...
...greedy, mean, selfish liar.
The world is filled with them.
The world is being run by them.
And your "friend" is one of them.
You need to learn this and learn it fast.
This is the world.
This is why Gwen is dead. This is why Harry is gone.
This is why half of us don't have parents anymore!
Because good people don't get to be happy. And sometimes they don't get to live!
We just sit and wait for one of these evil two-faced, greedy liars to step on our heads!!
Me too?
Am I one of these people?
You too, what?
You're best friends with someone who treats you like crap.
He hangs around with you- I'm sorry, but he hangs around with you solely to make himself feel superior.
And the truth is- you are ten times the guy he is.
But you let him treat you like this. You let him.
What about you, man?
What kind of person are you?

I'm nothing.
What about Spider-Man?

Peter??
Peter!!
Are we allowed to just leave?
I don't think so.
I thought detention was--
It is.

Peter??
Peter, come on!!
Peter...
Hello?
ASSISTANT PRINCIPAL
Peter!!
ROOF
KACHUNKLE

Peter, I'm sorry.
I'm not mad at you.
Then what are you?
I've just had it, MJ.
It's too much.
Spider-Man, all this...
I've totally failed, MJ.
I can't beat them. I don't know what else to do.
I didn't save Gwen...
I didn't save Gwen's father...
I couldn't help Harry Osborn... oh, and there's my Uncle Ben who--
If you were *there*, at any of those places, you *would* have.
You weren't there.
This isn't- these things- not everything in the world is your fault, Peter.
Why are you making it *your* fault?
I swear, I thought I would make some sort of difference.
I thought- I thought I could stand for something better than what's out there and... I don't.
Not only that, but I can't even help the people around me.
Everything sucks so much worse than when I started this Spider-Man stuff.
All I have now, with all these powers, all I have is a front-row seat to just how *awful* it really is.
People suck and it's never going to change.
Yes it will.
How?!!

I just know it will.
Because of people like you.
You don't know that?
Well, then we're all in a lot of trouble.
Ah, Peter, come on...
Snap out of it...

Idiot...
NOOOOO!!!
NOOOOOOO!!!
AAGGAAHH!!
Oh, God!!
Oh no! no!! Please!!
Please!! Don't do this!!
Please, somebody help me!!
Give it! I'll cut you!!
NO!!!
I have nothing!! Please don't do this to me!! Please!! Someone help me!!
You wanna die??!!
PLEASE, NO!!! NO!!!

Leave her alone!!
THROKK
WHAM
AGHAH!
THIS IS WHAT YOU WANT YOUR LIFE TO BE?!!
Don't!
Don't what?? Don't kill you??
You were going to kill this woman!! For nothing!!
You were going to take her money and hurt her!!
No!!

You *have* to change!! You hear me!!
Today!! Right now!!
You have to change your life or you're going to kill someone or someone is going to kill you!!
Is *that* what you want?? Is it??
This is it!!
There's no second chance. There's no "do over!!"
You have to change now!!
Say you're sorry.
I'm- I'm sorry.
I'm- I'm sorry.
Now do something with your life!!
Oh, thank you!!
Thank you.

Why did I just do that?
I'm sorry, Gwen.
Next Issue: WOLVERINE

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